

ISIGN SOLUTIONS INC.

COMPENSATION COMMITTEE CHARTER

(effective January 15, 2016)

Status

The Compensation Committee is a committee of the Board of Directors.

Membership

The Compensation Committee shall consist of three or more directors all of whom in the judgment of the Board of Directors shall be independent in accordance with the listing requirements of the principal market or exchange on which the Company's shares are traded and if no such standards are prescribed, then in accordance with applicable rules and regulations of the Securities and Exchange Commission. In addition, a person may serve on the Compensation Committee only if the Board of Directors determines that he or she (i) is a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

Purposes

The purposes of the Compensation Committee are (i) to discharge the responsibilities of the Board of Directors relating to compensation of the Company's CEO and other executive officers, and (ii) if required to do so under the rules and regulations of the Securities and Exchange Commission, to review and discuss with the Company's management the Compensation Discussion and Analysis required by Item 402 of Regulation S-K, to make recommendations to the Board of Directors regarding the inclusion of the Compensation Discussion and Analysis in the Company's annual report on Form 10-K or annual proxy statement on Schedule 14A, and to produce a report with regard to the preceding matters for inclusion in the Company's annual report on Form 10-K or annual proxy statement on Schedule 14A that complies with the rules and regulations of the Securities and Exchange Commission. Except as otherwise required by applicable laws, regulations or listing standards, all major decisions are considered by the Board of Directors as a whole.

Duties and Responsibilities

The Compensation Committee is directly responsible for establishing annual and long-term performance goals and objectives for our elected officers. This responsibility includes:

1. evaluating the performance of the CEO and other executive officers in light of the approved performance goals and objectives;

2. setting the compensation of the CEO and other executive officers based upon the evaluation of the performance of the CEO and the other executive officers, respectively;
3. making recommendations to the Board of Directors with respect to new cash-based incentive compensation plans and equity-based compensation plans; and
4. administering the Company's stock option plans

In determining the long-term incentive component of compensation for the Company's CEO and other executive officers, the Compensation Committee may consider: (i) the Company's performance and relative shareholder return; (ii) the value of similar incentive awards to chief executive officers and executive officers at comparable companies; and, (iii) the total compensation required to attract and retain qualified executives. The CEO shall not be present during any voting or deliberations by the Compensation Committee on his or her compensation.

The Compensation Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Compensation Committee shall set the compensation, and oversee the work, of the compensation consultant. The Compensation Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Compensation Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the Board of Directors, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. The Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the Compensation Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Compensation Committee must take into consideration certain factors affecting independence, including:

1. Provision of other services to the Company by the person that employs the consultant, counsel or other advisor.
2. Amount of fees paid by the Company to the person that employs the consultant, counsel or other advisor, as a percentage of that person's total revenue.
3. Policies and procedures of the person that employs the consultant, counsel or other advisor that are designed to prevent conflicts of interest.
4. Any business or personal relationship between the consultant, counsel or other advisor and any member of the Compensation Committee.

5. Ownership by the consultant, counsel or other advisor of the Company's stock.
6. Any business or personal relationship between the consultant, counsel or other advisor, or the person employing the advisor, and any executive officer of the Company.

Meetings

The Compensation Committee shall meet at least annually and at such other times as it deems necessary to fulfill its responsibilities.