



**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
UPLAND SOFTWARE, INC.**

PURPOSE

The purpose of the Compensation Committee of the Board of Directors (the “*Board*”) of Upland Software, Inc. (the “*Company*”) shall be to:

- Provide oversight of the Company’s compensation policies and plans and benefits programs, and overall compensation philosophy.
- Discharge the Board’s responsibilities relating to (1) oversight of the compensation of the Company’s Chief Executive Officer (“*CEO*”) and its executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”)) and (2) the evaluation and approval of the Company’s CEO and executive officer compensation plans, policies and programs.
- Administer the Company’s equity compensation plans for its executive officers and employees and the granting of equity awards pursuant to such plans or outside of such plans.

The Compensation Committee shall seek to ensure that the Company structures its compensation plans, policies and programs as to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company and to promote the success of the Company’s business. The Compensation Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s annual report on Form 10-K or proxy statement.

The Compensation Committee has the authority to undertake the specific duties and responsibilities as are enumerated in or consistent with this charter, and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

COMPOSITION

1. Membership and Appointment. The Compensation Committee shall consist of at least two members of the Board. Members of the Compensation Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board in its discretion.
2. Qualifications. Members of the Compensation Committee must meet the following criteria; provided, however, that the Company may avail of itself of any phase-in rules or interpretations applicable to newly-listed companies in connection with an initial public offering:

- The independence requirements of the listing standards of the securities exchange on which the Company is listed.
 - The “non-employee director” definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act.
 - The “outside director” definition of Section 162(m) of the Internal Revenue Code of 1986 (“*IRC*”), as amended.
 - Such other qualifications as may be established by the Board from time to time, or as required by applicable law or the rules and regulations of the Securities and Exchange Commission (the “*SEC*”) or the securities exchange on which the Company is listed.
3. Chairperson. The Board may designate a chairperson of the Compensation Committee. In the absence of that designation, the Compensation Committee may designate a chairperson by majority vote of the Compensation Committee members.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Compensation Committee. The Compensation Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Compensation Committee deem appropriate. In carrying out its responsibilities, the Compensation Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Set Compensation for Executive Officers. The Compensation Committee shall:
- Review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO’s performance in light thereof, and consider factors related to the performance of the Company in approving the compensation level of the CEO. The CEO may not be present during deliberations or voting on such matters.
 - Review and approve annually the CEO’s (1) base salary, (2) incentive bonus, including the specific goals and amount, (3) equity compensation, (4) any employment agreement, severance arrangement or change of control protections and (5) any other benefits, compensation or similar arrangements (including, without limitation, perquisites and any other form of compensation such as a signing bonus or payment of relocation costs). In determining the long-term incentive component of CEO compensation, the Compensation Committee may consider, among other things, the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company’s CEO in past years. In evaluating and determining CEO compensation, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act. The CEO may not be present during deliberations or voting on such matters.
 - In consultation with the CEO, review annually and approve items (1) through (5) in the previous bullet for the other individuals who are deemed to be “officers” of the Company under Rule 16a-1(f) promulgated under the Exchange Act (the “*executive officers*”). An executive officer may not be present during deliberations or voting on such matters with respect to such executive officer. In evaluating and determining executive officer compensation, the

Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.

- Review and approve any compensatory contracts or similar transactions or arrangements with current or former executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements, which shall include any benefits to be provided in connection with a change of control. In this regard, the Compensation Committee shall have the power and authority to adopt, amend and terminate such contracts, transactions or arrangements.

2. Oversee Compensation Plans and Programs. The Compensation Committee shall:

- Review, approve and administer annual and long-term incentive compensation plans for service providers of the Company, including executive officers and other senior executives, including:
 - Establishing performance objectives and certifying performance achievement; and
 - Reviewing and approving all equity incentive plans and grant awards of shares and stock options pursuant to such plans.

In reviewing and approving the Company's annual and long-term incentive compensation plans, including equity incentive plans, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act. The Compensation Committee shall also have the ability to adopt, amend and terminate such plans.

- Administer the Company's equity incentive plans. In its administration of the plans, the Compensation Committee may (i) grant stock options, stock purchase rights or other equity-based or equity-linked awards to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder) and in accordance with procedures and guidelines as may be established by the Board and (ii) amend such stock options, stock purchase rights or equity-based or equity-linked awards. The Compensation Committee shall also make recommendations to the Board with respect to the adoption, amendment and termination of the plans, including changes in the number of shares reserved for issuance thereunder.
- Approve all option grants and performance awards to executive officers of the Company to ensure that such grants and awards comply with Section 162(m) of the IRC.
- Review, approve and administer all employee benefit plans for the Company, which includes the ability to adopt, amend and terminate such plans.
- Oversee the Company's overall compensation philosophy, compensation plans and benefits programs, and make recommendations to the Board with respect to improvements or changes to such plans or programs or the termination or adoption of plans or programs when appropriate.
- In connection with executive compensation programs:
 - Review and approve new executive compensation programs;

- Review on a periodic basis the operations of the Company’s executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
- Establish and periodically review policies for the administration of executive compensation programs; and
- Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
- Periodically review executive compensation programs and total compensation levels, including:
 - Conducting comparative analyses of total compensation relative to market;
 - Quantifying maximum payouts to executives under performance-based incentive plans and total payments under a variety of termination conditions, including upon a change of control; and
 - The impact of tax and accounting rules changes.
- Determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
- Review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation (“*Say on Pay Vote*”), taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company’s proxy statement.
- To the extent not handled by the Nominating and Corporate Governance Committee, evaluate director compensation and make recommendations to the Board regarding director compensation.
- To the extent not handled by any other committee of the Board, review and discuss annually with management the risks arising from the Company’s compensation philosophy and practices applicable to all employees to determine whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks.

3. Compliance and Governance Issues. The Compensation Committee shall:

- Review and discuss with management the Company’s Compensation Discussion and Analysis (“*CD&A*”) and related disclosures required by the rules and regulations of the SEC, to the extent required of the Company. The Compensation Committee will also review and recommend the final CD&A to the Board for inclusion in the Company’s annual report on Form 10-K or proxy statement, to the extent required of the Company.

- Prepare the Compensation Committee Report required by the rules and regulations of the SEC to be included with the Company's annual report on Form 10-K or proxy statement.

MEETINGS AND PROCEDURES

1. Meetings.

- The Compensation Committee will set its own schedule of meetings and will meet at least four times per year, with the option of holding additional meetings at such times as it deems necessary or appropriate. The chairperson of the Compensation Committee shall preside at each meeting. The chairperson will approve the agenda for the Compensation Committee's meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Compensation Committee members present. The Compensation Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's Bylaws, which shall constitute a valid action of the Compensation Committee if it has been executed by each Compensation Committee member and shows the date of execution. Any written consent will be effective on the date of the last signature and will be filed with the minutes of the meetings of the Board.
- The Compensation Committee shall cause to be kept written minutes of its proceedings, which minutes will be filed with the minutes of the meeting of the Board.
- As part of its review and establishment of the performance criteria and compensation of designated key executives, the Compensation Committee should meet separately at least on an annual basis with the CEO, the Company's principal human resources executive, and any other corporate officers as it deems appropriate. However, the Compensation Committee should meet regularly without such officers present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being deliberated and determined.
- The Compensation Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Compensation Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Compensation Committee.

2. Reporting to the Board of Directors. The Compensation Committee shall report regularly to the Board (i) following meetings of the Compensation Committee, (ii) with respect to such other matters as are relevant to the Compensation Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Compensation Committee may deem appropriate.

3. Authority to Retain Advisors. The Compensation Committee shall have the authority, in its sole discretion, to select and retain any compensation consultant to be used by the Company to assist with the execution of its duties and responsibilities as set forth in this charter. Any compensation consultant selected and retained by the Compensation Committee must be independent of the Company pursuant to the applicable rules and regulations of the SEC or the exchange on which the Company's securities are listed, if any. The Compensation Committee shall set the compensation and oversee the work of any compensation consultants. The Compensation Committee shall have the authority, in its sole discretion, to engage independent counsel or other advisors as it deems necessary or appropriate to carry out its duties. The Company will provide appropriate funding, as

determined by the Compensation Committee, to pay any such compensation consultant or any other outside advisors hired by the Compensation Committee and any administrative expenses of the Compensation Committee that the Compensation Committee determines are necessary or appropriate in carrying out its activities.

4. Subcommittees. The Compensation Committee may form subcommittees for any purpose that the Compensation Committee deems appropriate and may delegate to such subcommittees such power and authority as the Compensation Committee deems appropriate. Specifically, at its discretion, the Compensation Committee shall have the authority to designate a Committee for Equity Awards to Non-Officers with the authority to grant equity awards to non-officer employees of the Company within guidelines established by the Compensation Committee from time to time. Such committee shall consist of a minimum of one member of the Company's Board, who may be the CEO. If designated, any subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Compensation Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Compensation Committee as a whole.
5. Committee Charter Review. The Compensation Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.
6. Performance Review. The Compensation Committee shall review and assess the performance of the Compensation Committee on an annual basis.
7. Compensation. Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion.