

**VERITONE, INC.**  
**COMPENSATION COMMITTEE CHARTER**

**(as adopted April 2017)**

**I. Organizational Matters**

A. Formation; Purpose. The Compensation Committee is appointed by the Board of Directors (the “Board”) of Veritone, Inc. (the “Company”) to assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Compensation Committee’s purposes shall be:

1. To establish a compensation philosophy and programs designed to attract and retain the Company’s executive officers and other employees in a competitive market and to maintain a link between executive compensation and Company and executive performance, and to set the individual compensation of each executive officer in accordance with the Compensation Committee’s compensation philosophy;
2. To administer the Company’s equity compensation plans and other incentive compensation plans; and
3. To evaluate the performance of the Company’s executive officers and adjust compensation arrangements as appropriate based upon Company and individual performance.

B. Membership Qualifications; Terms.

1. The Compensation Committee shall be comprised of at least three (3) members of the Company’s Board of Directors. The Board shall designate one member of the Compensation Committee to serve as Chairperson. The members of the Compensation Committee shall serve until their resignation, retirement, or removal by the Board and until their successors shall be appointed. No member of the Compensation Committee shall be removed except by majority vote of the independent directors of the full Board then in office.
2. No member of the Compensation Committee shall have a relationship that may interfere with his independence from management and the Company or with the exercise of his duties as a committee member.
3. Each member shall meet the independence standards defined in (a) Rule 10C under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), (b) Rules 5605(a)(2) and (d)(2) and/or other provisions of the Nasdaq Listing Rules (during such time as the Company’s Common Stock is quoted on the Nasdaq Stock Market), or the listing rules or standards of the exchange on which the Company’s securities are listed, as such listing rules and standards may be amended from time to time, (c) the “non-employee director” definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, (d) the “outside director” definition of Section 162(m) of the Internal Revenue Code of 1986, as amended, and (e) any other law or regulation applicable to the Company.

C. Powers of the Compensation Committee.

1. The Compensation Committee shall have the sole authority to retain or obtain the advice of, and to terminate, any compensation consultant, independent legal counsel or other adviser to the Compensation Committee. The Compensation Committee may select any such compensation consultant, legal counsel or other adviser only after taking into consideration all factors required by the Nasdaq Listing Rules or other applicable exchange rules or standards, and/or the Exchange Act and corresponding rules, as may be amended from time to time, including the following factors:
  - a. the provision of other services to the Company by the entity that employs the compensation consultant, legal counsel or other adviser;
  - b. the amount of fees received from the Company by the entity that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the entity that employs the compensation consultant, legal counsel or other adviser;
  - c. the policies and procedures of the entity that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
  - d. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
  - e. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
  - f. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company.
2. The Compensation Committee shall have sole authority to approve the fees and other retention terms for, and shall directly oversee the work of, any compensation consultant, independent legal adviser or other adviser to the Compensation Committee.
3. The Compensation Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Compensation Committee or to meet with any members of, or consultants to, the Compensation Committee.
4. The Compensation Committee may form and delegate authority to subcommittees when appropriate.
5. Either the full Compensation Committee or the Chairperson of the Compensation Committee, individually, shall communicate with management and the full Board of Directors on matters discussed and decided upon by the Compensation Committee unless another committee member has been designated by the Compensation Committee to communicate on such matters.
6. Perform any other activities consistent with this Charter, the Company's Amended and Restated Certificate of Incorporation and bylaws (as may be amended from time to time),

and governing law as the Compensation Committee or the Board deems necessary or appropriate.

- D. Funding. The Company shall provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to compensation consultant, independent legal adviser or other adviser retained by the Compensation Committee.
- E. Review of Charter. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

## **II. Meetings and Procedures**

- A. The Compensation Committee shall meet as often as it may deem necessary and appropriate in its judgment, which meetings may be in person or by telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other.
- B. A majority of the members of the Compensation Committee shall constitute a quorum of the Compensation Committee. The Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent in accordance with the Company's bylaws.
- C. The Secretary of the Company, a Chairperson of the Compensation Committee or a majority of the members of the Compensation Committee may call a meeting of the Compensation Committee.
- D. The Compensation Committee may delegate authority to one or more members of the Compensation Committee where appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Compensation Committee as a whole.
- E. The Compensation Committee shall fix its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter.
- F. The Compensation Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

## **III. Responsibilities**

The following shall be the principal recurring processes of the Compensation Committee in carrying out its responsibilities. The processes are set forth as a guide with the understanding that the Compensation Committee may supplement them as appropriate.

- A. Executive Compensation.
  - 1. Periodically review, consider, and approve a philosophy for compensation of the Company's executive officers and other employees in order to attract, retain, engage and reward employees in a competitive market and to maintain a link between executive compensation and Company and executive performance.

2. Oversee the development and implementation of (a) all compensation policies, plans and programs applicable to the Company's executive officers to ensure alignment with the Compensation Committee's compensation philosophy, and (b) all equity compensation plans of the Company, to ensure alignment with the Compensation Committee's compensation philosophy and the Company's business and financial objectives
3. Periodically review (a) the alignment of the Company's executive compensation and equity compensation programs with the Compensation Committee's compensation philosophy, (b) the competitiveness of the Company's executive compensation and equity compensation programs, and (c) the results of stockholder advisory votes on executive compensation, and make such changes to the Company's executive compensation and equity compensation programs as the Compensation Committee deems appropriate.
4. Review and evaluate, at least annually (taking into account the views of the other members of the Board), the performance and leadership of the CEO and determine the CEO's total compensation package, including (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, and (c) equity-based compensation. The CEO shall not be present during the Compensation Committee's voting or deliberations regarding the CEO's compensation, benefits or other arrangements.
5. Review with the CEO his evaluation of the performance of the executive officers other than the CEO and approve each such executive officer's total compensation package, including (a) base salary, (b) annual incentive bonus, including the specific goals and amount, and (c) equity-based compensation. The other executive officers of the Company shall not be present during the Compensation Committee's voting or deliberations regarding such persons' compensation, benefits or other arrangements.
6. Review and approve (a) employment agreements, severance arrangements, and change in control agreements/provisions, and (b) any other benefits, compensation or arrangements, for the Chief Executive Officer and the other executive officers of the Company.
7. Review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**"), and based on that review and discussion, recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.
8. Prepare the Compensation Committee's report on executive compensation in accordance with all applicable rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
9. In consultation with outside consultants, evaluate and recommend the form and amount of director compensation and make recommendations to the Board.

**B. Company Incentive and Benefit Plans.**

1. Provide independent oversight and administration regarding the Company's compensation, bonus, pension, and other benefit plans, policies and practices applicable to the Company's executive management.

2. Assess the Company's various compensation plans, programs and practices, including those in which non-executive officers participate, to determine whether there exists a reasonable likelihood that one or more of those plans, programs or practices would have a material adverse effect upon the Company or would otherwise encourage executive officers and other participating employees to engage in unnecessary or excessive risk taking, and make recommendations related thereto.
3. Oversee the development of and administer the Company's long term incentive plans, including equity-based incentive plans and other similar incentive plans, and interpret and adopt rules for the operation thereof.
4. Establish guidelines for and approve the granting of awards under the Company's long term incentive plans to employees, officers, directors and consultants of the Company, including determination of the recipients of awards, the types of awards, the number of shares or other units to be covered by each award, the date, vesting schedule, and other terms and conditions of such awards.
5. Administer the Company's employee stock purchase plans.

C. General Responsibilities.

1. Report to the Board on matters discussed at each Compensation Committee meeting.
2. Investigate any matter brought to its attention within the scope of its duties.
3. Annually evaluate its own performance.
4. Perform other functions as requested by the Board.