

**CHARTER FOR THE COMPENSATION COMMITTEE OF  
THE BOARD OF DIRECTORS OF ALTI GEN COMMUNICATIONS, INC.**

**(Amended and Restated on December 29, 2016)**

**PURPOSE**

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of AltiGen Communications, Inc. (the “*Company*”) will be to oversee the Company’s compensation policies and programs, including developing compensation policies, providing oversight of the implementation of the policies and benefit plans, and recommending to the Board for determination, the compensation of the Company’s Chief Executive Officer (the “*Chief Executive Officer*”) and of all other executive officers. The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

**MEMBERSHIP**

The members of the Committee will be appointed by, and will serve at the discretion of, the Board and will consist of at least two (2) members of the Board. Members of the Committee must meet the following criteria:

- each member of the Committees will meet the independence and other requirements for Committee membership established by the Board and applicable laws, regulations and listing requirements applicable to the Company from time to time;
- each member will be an “Outside Director” as such term is defined with respect to Section 162(m) of the Internal Revenue Code of 1986, as amended; and
- each member will be familiar with industry peer compensation policies.

Determinations as to whether a particular director satisfies the requirements for membership on the Committee will be made by the Board. The Board will designate one member of the Committee as the chairperson.

**RESPONSIBILITIES AND AUTHORITY**

The responsibilities and authority of the Committee will include:

- reviewing and recommending to the Board, for the executive officers of the Company and such other officers of the Company as appropriate, (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation or arrangements, other than benefits generally available to the Company’s employees;
- reviewing and making recommendations to the Board regarding incentive compensation plans for the senior management, including targets and incentive awards under these plans, and make any determinations required to be made by the Board or a committee of the Board under these plans;
- reviewing and making recommendations to the Board regarding general compensation goals and guidelines for the Company’s employees and the criteria by which bonuses to the Company’s employees are determined;
- reviewing, making recommendations to the Board regarding, the compensation policy for the non-employee directors of the Company;
- evaluating and reporting to the Board on the performance of the Company’s Chief Executive Officer;

- acting as Administrator (as defined therein) of the Company’s equity compensation plans, as in effect from time to time (each, a “*Plan*” and together, the “*Plans*”). The Committee may, among other things, (1) review and make recommendations to the Board the grants of stock options to individuals eligible for such grants. The Committee may delegate to one or more officers of the Company the authority to make grants and awards to any non-executive officer of the Company under such Plans as the Committee deems appropriate in accordance with the terms of such Plans;
- reviewing and making recommendations to the Board with respect to amendments to the Plans and changes in the number of shares reserved for issuance under each Plan;
- reviewing and making recommendations to the Board regarding other plans that are proposed for adoption or adopted by the Company for compensation of the Company’s directors, officers, employees and consultants;
- reviewing the Committee’s own charter, structure, processes and membership requirements; and
- performing such other duties as may be requested by the Board.

### **INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibility with full access to all of the Company’s books, records, facilities and personnel. As appropriate, the Committee may obtain advice and assistance from outside legal, accounting or other advisors at the Company’s expense.

### **MEETINGS**

The Committee will determine its own schedule and will meet at least two (2) times each year. The Chief Executive Officer may not be present during deliberations regarding the Chief Executive Officer’s compensation. With respect to the compensation of the other executive officers, such deliberations may be made in the presence of the Chief Executive Officer, but will otherwise be made without the presence of the other executive officers.

### **MINUTES**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

### **REPORTS**

The Committee will review all reports required to be included in the Company’s proxy statement, pursuant to and in accordance with applicable laws, regulations or listing requirements. The Committee will report regularly to the full Board to summarize its examinations and recommendations, consistent with this charter, and on any other issue that the Committee believes should be brought to the attention of the full Board. Such reports may be made orally or in writing.

### **COMPENSATION**

Members of the Committee will receive such fees, if any, for their service as Committee members, as may be determined by the Board. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board.

### **DELEGATION OF AUTHORITY**

The Committee may, to the extent permitted under applicable law, regulations or listing requirements, and the Company’s certificate of incorporation (as amended from time to time) and bylaws (as amended from time to time), form and delegate authority to a subcommittee when appropriate, including delegating to a subcommittee comprised solely of independent, non-employee, outside directors in order to make grants of stock, stock options and other equity securities to executive officers and other employees, provided such grants are subsequently described to the Committee at a scheduled meeting.