

CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
RIMINI STREET, INC.

Amended and Approved as of June 29, 2017

PURPOSE

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

- J Provide oversight of the compensation of the Company’s Chief Executive Officer (“**CEO**”) and the Executive Officers (as defined below).
- J Provide oversight of the Company’s compensation policies and plans and benefits programs, and overall compensation philosophy.
- J Assist the Board in administering the Company’s equity compensation plans for its employees and other service providers, including the granting of equity awards pursuant to such plans or outside of such plans.
- J Prepare the report of the Compensation Committee required by the rules and regulations of the Securities and Exchange Commission (the “**SEC**”).
- J Provide oversight of the compensation of the members of the Board.

The Compensation Committee will seek to ensure that the Company structures its compensation plans, policies and programs in a manner (i) designed to attract, motivate and retain talented personnel responsible for the success of the Company, (ii) determined within a competitive framework, and (iii) based on the achievement of the Company’s overall financial results, individual contributions and a compensation philosophy of “pay for performance.”

In furtherance of these purposes, the Compensation Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

MEMBERSHIP

The Compensation Committee shall consist of at least three (3) 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 of the Board and may be removed by the Board in its discretion. The Board may designate one member of the Compensation Committee as its chair. In the absence of that designation, the Compensation Committee may designate a chairperson by majority vote of the members of the Compensation Committee.

Members of the Compensation Committee must meet the independence requirements of the listing rules of the Nasdaq Stock Market (the “**Nasdaq Rules**”) as well as any additional criteria required by applicable law, the rules and regulations of the SEC or Nasdaq Rules or such other qualifications as are established by the Board from time to time.

To the extent practicable, it is expected that members of the Compensation Committee shall meet the “non-employee director” definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”); and the “outside director” definition of Section 162(m) of the Internal Revenue Code of 1986, as amended (“**IRC**”).

AUTHORITY

In discharging its oversight responsibilities, the Compensation Committee may conduct or authorize investigations into, or studies of, any matters of interest or concern that the Compensation Committee or Board deem appropriate. In connection with this responsibility, the Compensation Committee shall have unrestricted access to the Company’s facilities, personnel, books and records.

The Compensation Committee may form and delegate authority to subcommittees when appropriate, provided that the Compensation Committee shall promptly notify the entire Board of the establishment of any such subcommittee. 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.

The Compensation Committee shall have the authority, in its sole discretion, to select, engage, compensate and terminate outside legal counsel, compensation, benefit or other consultants or advisors, as it determines necessary to carry out its duties. The Compensation Committee shall have sole authority to approve related fees and retention terms, and the Company shall provide the Compensation Committee with adequate funding to allow the Compensation Committee to perform its duties under this Charter. The Compensation Committee’s responsibility and authority to retain advisors shall include:

1. Prior to selecting, retaining and receiving advice from outside legal counsel, compensation consultants and other advisors (other than the Company’s in-house legal counsel), the Compensation Committee shall take into consideration the independence factors set forth in the Nasdaq Rules and the applicable rules of the SEC, as in effect from time to time, including the following:
 - a. the provision of other services to the Company by the person or entity that employs the advisor (such person or entity, the “**Advisor Firm**”);
 - b. the amount of fees received from the Company by the Advisor Firm, as a percentage of the total revenue of the Advisor Firm;
 - c. the policies and procedures of the Advisor Firm that are designed to prevent conflicts of interest;
 - d. any business or personal relationship of the Advisor Firm or its representative with a member of the Compensation Committee;
 - e. any stock of the Company owned by the Advisor Firm or its representative; and

- f. any business or personal relationship of the Advisor Firm or its representative with an Executive Officer.
2. The Compensation Committee will evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
3. The Compensation Committee may retain, or receive advice from, any compensation advisor it prefers, including advisors that are not independent, after considering the requisite independence factors. Notwithstanding the foregoing, the Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or directors and that is generally available to all salaried employees and/or (ii) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.
4. The Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of any advisor, and the authority granted to the Compensation Committee pursuant to 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.

RESPONSIBILITIES AND DUTIES

The following are the principal recurring responsibilities and duties 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 may request.

Executive and Other Compensation

The Compensation Committee shall:

1. Annually review and approve for the CEO: (i) the annual base salary, (ii) the annual incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement or change in control agreement/provision, (v) any signing bonus or payment of relocation costs and (vi) any other significant benefits, compensation or arrangements not available to employees generally. In consultation with the CEO, review annually and approve or recommend to the Board for approval items (i) through (vi) for the other individuals who are “officers” of the Company under Rule 16a-1(f) promulgated under the Exchange Act (the “**Executive Officers**”). The Compensation Committee shall consider the alignment of compensation and the interests of the Executive Officers with the long-term interests of the Company’s stockholders, thereby incentivizing management to increase stockholder value.
2. Review and approve annually corporate goals and objectives relevant to the compensation of the CEO, evaluate at least annually performance in the light thereof, and consider factors related to the performance of the Company, including accomplishment of the Company’s long-term business and financial goals, in approving the compensation level of the CEO.
3. Review and approve any compensatory contracts or similar transactions or arrangements with current or former Executive Officers and such other employees as the Compensation Committee shall determine, including consulting arrangements, employment contracts, severance or termination arrangements, which will include any benefits to be provided in connection with a change of control of

the Company. In this regard, the Compensation Committee will have the power and authority to adopt, amend and terminate such contracts, transactions or arrangements.

Compensation Plans and Programs

The Compensation Committee shall:

1. 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:
 - a. establishing performance objectives and certifying performance achievement;
 - b. reviewing and approving all equity incentive plans and grant awards under such plans; and
 - c. adopting, amending and terminating any such plans.
2. Act as administrator of the Company's equity compensation plans for its employees and other service providers. In its administration of the plans, the Compensation Committee may (i) grant stock options, restricted stock, restricted stock units, 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) in accordance with procedures and guidelines as may be established by the Board and (ii) amend such stock options, restricted stock, restricted stock units, stock purchase rights or other equity-based or equity-linked awards. The Compensation Committee may also adopt, amend and terminate such plans, including approving changes in the number of shares reserved for issuance thereunder subject to obtaining any required stockholder approval.
3. Approve all stock option, restricted stock, restricted stock unit, stock purchase right or other equity-based or equity-linked award grants and performance awards to Executive Officers to the extent necessary or desirable to ensure that such grants and awards comply with Section 162(m) of the IRC. The Compensation Committee will not be required to qualify awards under Section 162(m) of the IRC if it determines it is not in the Company's interest to do so.
4. Review, approve and administer any of the Company's employee benefit plans that the Compensation Committee deems appropriate, including by adopting, amending and terminating such plans.
5. Provide oversight of the Company's overall compensation philosophy and any compensation plans and benefits programs and make recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate.
6. In connection with executive compensation programs, the Compensation Committee will:
 - a. review and approve new executive compensation programs;
 - b. 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); and
 - c. establish and periodically review policies for the administration of executive compensation programs.

7. If applicable, review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation (any such vote, a “**Say-on-Pay Vote**”) required by Section 14A of the Exchange Act, 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.
8. Evaluate, on a periodic basis, the competitiveness of (i) the compensation of the CEO and the Executive Officers of the Company and (ii) the Company’s overall compensation plans.
9. Review and discuss with management the risks arising from the Company’s compensation policies and practices for all employees that are reasonably likely to have a material adverse effect on the Company.
10. Evaluate director compensation, consulting with outside consultants and/or with the Human Resources department when appropriate, and make recommendations to the Board regarding director compensation.
11. Review and make recommendations to the Board with respect to the directors’ stock option grants or other equity awards under the 2013 Equity Incentive Plan and any proposed amendments thereto, subject to obtaining stockholder approval of any amendments as required by applicable law or Nasdaq Rule.
12. Review and recommend to the Board for approval any equity award granting policy.
13. If the Board adopts stock ownership guidelines applicable to members of the Board and/or Executive Officers, periodically review such guidelines and recommend any proposed changes to the Board.
14. Provide oversight of the Company’s 401(k) plan (the “**401(k) Plan**”), including by adopting amendments to the 401(k) Plan, facilitating major 401(k) Plan changes, ensuring continued compliance with applicable laws and regulations and, as needed, replacing the 401(k) Plan.
15. Review, adopt, amend and/or terminate, and oversee clawback policies and/or practices if and as the Compensation Committee determines to be necessary or appropriate, or as required by law.

Compliance and Governance

The Compensation Committee shall:

1. 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.
2. Prepare a report of the Compensation Committee 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.
3. Oversee the Company’s submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans (to the extent required under the Nasdaq Rules) and, in conjunction with the Nominating and Corporate Governance Committee of the Board

(or its designees), engagement with proxy advisory firms and other stockholder groups on executive compensation matters.

4. The Compensation Committee will review and reassess the adequacy of this charter annually and will submit any recommended changes to this charter to the Board for approval.
5. The Compensation Committee will review and assess the performance of the Compensation Committee on an annual basis.

MEETINGS

The Compensation Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities, but no less than quarterly. The Compensation Committee may meet either in person or telephonically, and at such times and places as the Compensation Committee determines. The Compensation Committee may establish its own meeting schedule, which it will provide to the Board. The chairperson of the Compensation Committee will 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 invite to its meetings other Board members, the Company management and such other persons as the Compensation Committee deems appropriate in order to carry out its responsibilities. The Compensation Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-employee directors who are not members of the Compensation Committee. No Executive Officer (including the CEO) may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined. The Compensation Committee may also act by unanimous written consent of its members (including electronic consent), *provided* that any meetings in which executive and other compensation matters are being approved will be conducted in person or telephonically.

MINUTES

The Compensation Committee shall maintain written minutes of its meetings and actions by written consent, which minutes and actions will be filed with the minutes of the meetings of the Board.

REPORTS

The Compensation Committee shall make regular reports to the full Board on the actions and recommendations of the Compensation Committee.

COMPENSATION

Members of the Compensation Committee shall receive such compensation, including equity and/or fees, if any, for their services as Compensation Committee members as may be determined by the Board in its sole discretion.