

**SEACHANGE INTERNATIONAL, INC.**

**Third Amended and Restated  
Charter of the Compensation Committee  
of the Board of Directors  
(As Amended October 11, 2017)**

**STATEMENT OF COMPENSATION PHILOSOPHY**

SeaChange International, Inc. (“SeaChange”) believes that shareholder interests are best served by compensating its employees at industry competitive rates, enabling SeaChange to attract the best available talent and recognize superior performance through appropriate bonus and retention compensation programs. SeaChange further believes that its executive compensation should be structured to reflect individual responsibilities and contributions, while providing incentives to achieve overall business and financial objectives. The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) shall have responsibility for establishing, implementing and monitoring adherence to this philosophy.

**A. PURPOSE AND SCOPE**

The primary function of the Committee is to exercise the responsibilities and duties set forth below, including but not limited to (1) discharging the Board’s responsibilities relating to the compensation of the Corporation’s officers and key employees, (2) being responsible for the administration of the Corporation’s incentive compensation and stock plans, (3) being responsible for the production of an annual report on executive compensation for inclusion in the Corporation’s proxy statement in accordance with applicable rules and regulations, and (4) ensuring that a succession plan for all levels of management, department heads and senior management is prepared and reviewed annually with the Board.

**B. COMPOSITION**

The Committee shall be comprised of two or more members as determined by the Board, each of whom shall meet the independence and compensation committee composition requirements promulgated by the Securities and Exchange Commission, the Nasdaq Stock Market or any governmental or regulatory body exercising authority over the Corporation (each a “Regulatory Body” and collectively, the “Regulatory Bodies”), and any other requirements as determined by the Board, as in effect from time to time.

The members of the Committee shall be elected by the Board of Directors annually at the first Board of Directors Meeting held after the annual shareholders meeting and shall serve until their successors shall have been duly elected and qualified, or until the earlier of their resignation or removal. The Chair of the Committee shall be appointed by the Board of Directors.

## **C. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties the Committee shall:

1. Make regular reports to the Board regarding the activities of the Committee;
2. Establish a compensation policy for officers and key employees designed to (i) enhance the profitability of the Corporation and increase shareholder value, (ii) reward officers and key employees for their contribution to the Corporation's growth and profitability, and (iii) provide competitive compensation that will attract and retain qualified officers and key employees. Review competitive practices and trends to determine the adequacy of the compensation policy.
3. Subject to variation where appropriate, the compensation policy for officers and key employees shall include: (i) base salary, which shall be set on an annual basis, (ii) annual or other time-based incentive compensation, which may be awarded for the achievement of designated objectives, and (iii) long-term incentive compensation in the forms of equity participation and other awards.
4. Annually review and approve corporate goals and objectives relevant to Chief Executive Officer ("CEO") compensation, evaluate the CEO's performance in light of those goals and objectives and determine, or recommend to the Board for determination, the appropriate level of base compensation, bonus and/or other long-term incentive compensation for the CEO based on this evaluation;
5. Review and approve, or recommend to the Board for review and approval, the appropriate level of base compensation, bonus and/or other long-term incentive compensation for the Key Employees of the Company, in connection with such person's offer letter (or employment agreement) and annual performance review. For purposes of this section C(5) only, "Key Employees" means the individuals reporting directly to the President and CEO and any individuals reporting directly to the Board of Directors or a Committee thereof;
6. Consider and take actions with respect to the adoption, amendment, administration and termination of compensation, welfare, benefit, pension and other plans (including the grant of awards under stock incentive plans) related to compensation of current and former employees of the Corporation in each case taking into account appropriate industry benchmarks and, as appropriate, the compensation policies pursued by companies similarly situated to the Corporation;
7. Design incentive compensation plans to allow the Corporation to attract and retain talented personnel and align the pay of such personnel with the long-term interests of shareholders. Take actions that may be necessary or advisable to implement and administer the Corporation's incentive compensation plans, all in accordance with the terms of such plans;
8. Evaluate and recommend to the Board the appropriate level of director compensation and take primary responsibility for ensuring that any payments to directors other than in their capacity as directors are fully and properly disclosed;
9. Review and approve, for the CEO and the other officers and key employees of the Corporation, (i) any employment agreements, severance arrangements, and change in control agreements or provisions, in each case, when and if appropriate, and (ii) any special or supplemental benefits;

10. Ensure that appropriate succession planning takes place for all levels of management, department heads and senior management;
11. Review and assess the adequacy of this Charter annually, or as conditions dictate, to ensure compliance with any rules or regulations promulgated by any Regulatory Body and recommend to the Board for its approval any modifications to this Charter, if and when appropriate;
12. Form and delegate authority to subcommittees where appropriate;
13. Make this Charter, and any amendments, public as appropriate or to ensure compliance with any rules or regulations promulgated by any Regulatory Body;
14. Produce an annual report on executive compensation for inclusion in the Corporation's proxy statement in accordance with applicable rules and regulations, and review and discuss with management the Corporation's Compensation Discussion and Analysis ("CD&A") and recommend it to the Board for inclusion in the Corporation's proxy statement;
15. Oversee the Corporation's compliance with any rules promulgated by any Regulatory Body prohibiting loans to officers and directors of the Corporation;
16. As appropriate, conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties otherwise described herein; and
17. Have such additional powers and duties as may be reasonable, necessary or desirable, in the Committee's discretion, to exercise its powers and fulfill its duties.

#### **D. MEETINGS**

The Committee shall meet as necessary but at least four (4) times per year. The Committee may invite members of management or others to attend Committee meetings and provide pertinent information as the Committee may request on the issues being considered, however the CEO may not be present at a meeting when his or her compensation is determined and/or approved. Meetings may be called by the Chair of the Committee at the request of any member of the Committee or any member of the Board. At all Committee meetings, a majority of the then-current members of the Committee shall constitute a quorum.

The Committee shall keep written minutes of its meetings and record such minutes with the books and records of the Corporation. Minutes of each meeting will be distributed to the members of the Board.

#### **E. INDEPENDENT ADVICE**

The Committee may, in its sole discretion, retain or obtain the advice of and terminate any compensation consultant, legal counsel or other adviser to assist in the performance of the duties of the Committee, and shall have the sole authority for the appointment, compensation and oversight of the work of any person so retained. SeaChange must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or any other adviser retained by the Committee.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration the following factors:

1. The provision of other services to SeaChange by the person that employs the compensation consultant, legal counsel or other adviser;
2. The amount of fees received from SeaChange by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
3. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
5. Any stock of SeaChange owned by the compensation consultant, legal counsel or other adviser; and
6. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of SeaChange.

The foregoing shall not be required prior to the selection or receipt of advice from either (i) in-house legal counsel, (ii) a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of SeaChange's executive officers or directors and that is available generally to all salaried employees of SeaChange, and/or (b) providing information that either is not customized for SeaChange or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

The foregoing shall not be construed to require that any compensation consultant, legal counsel or other compensation adviser be independent, only that the Committee consider the enumerated factors, as required, before selecting, or receiving advice from, any compensation adviser.

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