

SERVICESOURCE INTERNATIONAL, INC.

COMPENSATION COMMITTEE CHARTER

Adopted May 6, 2015

PURPOSE

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

- provide oversight of the Company’s compensation policies, plans and benefits programs;
- assist the Board in discharging its responsibilities relating to (i) oversight of the compensation of the Company’s Chief Executive Officer (the “*CEO*”) and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934), (ii) approving and evaluating the executive officer compensation plans, policies and programs of the Company and (iii) evaluating and approving director compensation; and
- assist the Board in administering the Company’s equity compensation plans for its employees and directors.

The compensation programs for the Company’s executive officers shall be (i) designed to attract, motivate and retain talented executives responsible for the success of the Company, (ii) designed to maintain appropriate levels of risk and reward, assumed on a relative basis at all levels within the Company in proportion to individual contribution and performance, and to encourage executives to manage from the perspective of owners with an equity stake in the Company, (iii) determined within a competitive framework and (iv) 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 members shall be appointed by, and shall serve at the discretion of, the Board. The Compensation Committee shall consist of no fewer than two members of the Board. The Board may designate one member of the Compensation Committee as its chair. The Compensation Committee may form and delegate authority to subcommittees when appropriate. Members of the Compensation Committee must meet the following criteria; provided, however, that the Company may avail of itself of any phase-in rules applicable to newly-listed companies in connection with an initial public offering:

- the independence requirements of the Nasdaq Stock Market;
- the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended; and

- the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Compensation Committee shall include:

Executive and Other Compensation

- Annually reviewing and approving for the CEO and the executive officers of the company: (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 and 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. One of the committee's objectives shall be to use compensation to align the interests of the executive officers with the long-term interests of the company's shareholders, thereby incentivizing management to increase shareholder value;
- Reviewing and approving corporate goals and objectives relevant to the compensation of the CEO and the executive officers of the company, evaluating performance in light thereof, and considering factors related to the performance of the company, including accomplishment of the company's long-term business and financial goals;
- Acting as Administrator of the Company's equity compensation plans;
- In consultation with senior management, review and evaluate the design and management of the Company's overall compensation plans and benefits programs that cover the Company's employees and making recommendations to senior management and the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate;
- Evaluating, 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;
- Evaluating director compensation and making recommendations to the Board regarding director compensation;
- Reviewing and making recommendations to the Board with respect to the directors' stock option grants under the Company's equity incentive plans and any proposed amendments thereto, subject to obtaining stockholder approval of any amendments as required by applicable law or the Nasdaq Rules;
- Reviewing and discussing with management the risks arising from the Company's compensation philosophy and practices applicable to all employees that are reasonably likely to have a material adverse effect on the Company;

Related Duties and Authority

- Periodically reviewing this Charter and its processes and recommending any proposed changes to the Board of Directors;

- In its sole discretion, retain and obtain the advice of any outside compensation consultants to assist in the evaluation of executive officer and director compensation, with direct responsibility for the appointment, compensation, oversight and termination of such consultants. The Compensation Committee may in its sole discretion also obtain advice and assistance from internal or external legal, accounting or other advisors at the Company's expense;
- Considering the independence of such consultants, legal counsel or other advisors, as and to the extent required under applicable laws, regulations and listing standards, including, but not limited to, the factors enumerated in Section 10C-1 of the Securities and Exchange Act of 1934, as amended and the rules of the Nasdaq Stock Market;
- Conducting an annual assessment of any compensation consultants or advisors retained by the Compensation Committee or management, including the nature and extent of all services provided to the Compensation Committee and management, the amount of fees paid, who made or recommended the decision to retain the compensation consultants, the nature of any conflicts of interest raised by the work of the compensation consultants and how any such conflicts of interest have been addressed;
- Reviewing and discussing with management the Company's Compensation Discussion and Analysis included in the Company's annual proxy statement, and producing a report on executive compensation for inclusion in the Company's annual proxy statement that complies with the rules and regulations of the Securities and Exchange Commission and any other applicable rules and regulations; and
- Overseeing all matters relating to shareholder advisory voting on executive compensation for the Company's named executive officers ("say-on-pay"), the frequency of such voting, and shareholder advisory voting regarding change of control or "golden parachute" payments.

MEETINGS

The Compensation Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. 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 Compensation Committee may invite to its meetings other Board members, Company management and such other persons as the Compensation Committee deems appropriate in order to carry out its responsibilities. The CEO may not be present during the voting on or deliberations regarding the CEO's compensation. With respect to the compensation of the other executive officers, such voting and deliberations may be made in the presence of the CEO, but shall otherwise be made without the presence of the other executive officers.

MINUTES

The Compensation Committee shall maintain written minutes of its meetings, which minutes 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 fees, if any, for their service as Compensation Committee members as determined by the Board.