

## **BENCHMARK ENERGY CORPORATION COMPENSATION COMMITTEE CHARTER**

### **Purpose**

The purpose of the compensation committee of the board of directors of Benchmark Energy Corporation is to assist the Board in fulfilling its responsibilities by (1) designing and evaluating the compensation plans, policies and programs of the Company, especially those regarding executive compensation, (2) determining the compensation of the chief executive officer and other executive officers of the Company and (3) producing an annual report on executive compensation for inclusion in the Company's proxy materials in accordance with applicable rules and regulations. The committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company's stockholders.

In addition to the specific powers and responsibilities delegated to the committee in this charter, the committee shall also carry out and may exercise any other powers or responsibilities as are assigned by law, the Company's charter or bylaws or as may be delegated to it by the Board from time to time. While acting within the scope of the powers and responsibilities delegated to it, the committee shall have and may exercise all the powers and authority of the Board. In carrying out its duties, the committee shall endeavor to maintain free and open communication between the members of the committee, other members of the Board, and management of the Company.

### **Membership**

The committee shall be comprised of at least two directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall (1) qualify as independent under the listing requirements of exchange upon which the Company's securities are listed for trading, (2) be a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, (3) be an "outside director" under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), and (4) be otherwise free from any relationship that, in the business judgment of the board, would interfere with his or her exercise of business judgment as a committee member. Members of the committee must, in the reasonable business judgment of the entire Board, have a combination of business and employee-management experience that would be valuable in providing broad advice to the Board on matters related to compensation for non-employee directors and for the chief executive officer of the Company and advising the Board on executive compensation matters.

The members of the committee shall be appointed by the Board. Unless a chairperson of the committee is designated by the Board, the committee may designate a chairperson by a majority vote of the full committee membership.

### **Duties of the Committee.**

The committee shall have the following duties:

- Reviewing and, if necessary, revising the compensation philosophy of the Company;
- Reviewing and approving corporate goals and objectives relating to the compensation of the chief executive officer, evaluating the performance of the chief executive officer in light of these goals and objectives and establishing the compensation of the chief executive officer based on such evaluation;
- Reviewing and approving compensation for other executive officers (as such term is defined in Rule 16a-1 promulgated under the Securities Exchange Act of 1934, as amended);
- Managing and reviewing stock option, employee pension and benefit plans (including but not limited to 401(k), employee stock purchase and bonus plans, etc.);
- Managing and reviewing the grant of perquisite benefits;
- Reviewing and approving loans to any employee of the Company; and
- Preparing and approving the report of the compensation committee to be included as part of the Company's annual proxy statement (the "Proxy Statement Report").

The committee's responsibility for managing and reviewing employee benefit plans includes responsibility for general administration, an annual review of the plan, the setting of performance targets when appropriate, and approval of any and all changes, including termination of compensation plans when appropriate.

All annual plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, assessing the performance of the plan's internal and external administrators if any duties have been delegated, and formally adopting any plan changes by resolution of the committee.

### **Delegation of Duties**

In fulfilling its responsibilities, the committee shall, subject to the following paragraphs, be entitled to delegate any or all of its responsibilities to a subcommittee of the committee. All proposed delegations must be adopted by a resolution of the committee and reviewed for compliance with the relevant plan and the corporate law of the Company's jurisdiction of organization by the Company's legal, tax and accounting departments before they are voted upon at meetings. The resolution shall specify which duties are being delegated, to whom the duties are delegated, and which oversight powers the committee retains.

The committee shall not delegate any matters that involve executive compensation or for any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code.

The committee shall, without delegation:

- certify that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s);
- approve all equity-based compensation plans, including amendments thereto;
- grant any awards under any performance-based equity compensation plans to executive officers;
- approve which executive officers are entitled to awards under the Company's stock option plan(s); and
- approve chief executive officer and other executive officer compensation.

### **Meetings and Procedures**

The committee shall meet on a regularly-scheduled basis at least one time annually and on such other occasions as circumstances may dictate or the members of the committee may from time to time determine. Meetings of the committee shall be held upon call by the Chairman of the Board or the Chairperson. A quorum of the committee shall consist of a majority of the members of the committee in office at the time of any meeting and the vote of a majority of the members of the committee present at the time of a vote, if a quorum is present at that time, shall be the act of the committee. The Chairperson or, in his or her absence, another member chosen by the attending members, shall preside at each meeting and set the agendas for committee meetings.

All non-management directors that are not members of the committee may attend and observe meetings of the committee but may not vote and shall not participate in any discussion or deliberation unless invited to do so by the committee. The committee may, at its discretion, include in its meetings members of the Company's management and any other personnel employed or retained by the Company or any other persons whose presence the committee believes to be necessary or appropriate. Notwithstanding the foregoing, the committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director that is not a member of the committee.

The committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the committee.

The committee shall have the sole authority, as it deems appropriate, to retain or replace, as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisors that the committee believes to be necessary or appropriate. The committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the committee, for payment of compensation to any such persons employed by the committee.

When planning to establish, modify or certify performance targets under bonus plans for senior executives, grant any and all forms of equity compensation, modify or rescind any option, stock or restricted stock grants, or make, modify or rescind loans to employees or directors, the committee shall consult the Company's legal, tax and accounting departments before taking action.

All adopted plans of compensation or changes to existing plans, whether for executives, directors or other personnel, shall be detailed and attached to the minutes of the appropriate meeting.

**Evaluation of Performance of compensation committee**

- The Chairman of the Board shall evaluate the performance of the committee on an annual basis, including compliance with this charter. The Chairman of the Board shall conduct such evaluation and review in such manner as the Chairman deems appropriate.
- The committee shall review and reassess this charter at least annually and submit any recommended changes to the Board for its consideration.

**Disclosure of charter**

This charter will be made available on the Company's website and to any stockholder who otherwise requests a copy. The Company's Annual Report to Stockholders shall state the foregoing.

Adopted by the board of directors and effective as of July 16, 2013.