



# Compensation Committee Charter

(Effective March 15, 2007)

## Committee Member Qualifications

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Tigrent Inc. and its affiliates (the "Company") shall be comprised of members with the following qualifications:

1. The Committee shall consist entirely of independent Directors of the Board who also are outside directors for purposes of Section 162 (m) of the Internal Revenue Code ("Section 162 (m)") and non employee directors for purposes of Section 16 of the Securities Exchange Act of 1934 ("Section 16").
2. The requisite number of the members of the Committee shall also satisfy, in the judgment of the Board, the applicable independence requirements.
3. Each member shall be free of any relationship that, in the judgment of the Board from time to time, would interfere with the exercise of his or her independent judgment.

## Committee Purpose

The purpose of the Compensation Committee is to:

1. Oversee the policies of the Company relating to compensation of the Company's named executive officers and make recommendations to the Board with respect to such policies.
2. Produce a report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.
3. Oversees the development and implementation of succession plans for the Chief Executive Officer ("CEO") and other key executives.

## Committee Responsibilities

In addition to the purposes set forth above, the primary responsibilities of the Committee shall be to:

1. Ensure that the Company's executive compensation programs are designed to enable it to recruit, retain and motivate a large group of talented and diverse domestic and international executives.
2. Ensure that Company's executive compensation programs are appropriately competitive, support organization objectives and shareholder interests, and ensure a pay for performance linkage.
3. Review and report to the Board for its consideration any cash incentive compensation plans, option plans, or other equity based plans that provide for payment in the Company's stock or are based on the value of the Company's stock, subject to any approvals required by the shareholders of the Company.

4. Oversee the design and administration of all employee benefit plans and programs of the Company, its subsidiaries and divisions, including the authority to adopt, amend and terminate such plans and programs (unless approval by the Board or shareholders of the Company is required by law).
5. Review and approve annual corporate goals and objectives relevant to the CEO's compensation; evaluate the CEO's performance in light of those goals and objectives; and recommend for approval by the independent members of the Board, the CEO's compensation level based on this evaluation.
6. Meet annually with the CEO to discuss corporate goals and performance results.
7. Evaluate and recommend for Board approval, on an annual basis, the individual elements of total compensation for the executive officers (Section 16 officers), other than the CEO.
8. Make all approvals necessary under Section 16, Section 162 (m) and other regulatory provisions.
9. Oversee preparation of succession plan presentations to the Board, including plans in the event of an emergency or retirement of the CEO. The Committee Chairman works with the CEO in preparation of the succession plan presentations. The Committee undertakes such follow-up steps with respect to succession planning as may be delegated by the Board from time to time.
10. Review and discuss with management the Compensation Discussion and Analysis, and, based on such review and discussion, recommend to the Board that the Compensation Discussion and Analysis be included in the proxy statement after concurrence with the Company's Disclosure Committee.
11. Undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.
12. Annually assess and report to the Board on the performance and effectiveness of the Committee.
13. Review this Charter on an annual basis, update it as appropriate, and submit it for the approval of the Board when updated.

## **General**

1. The Chairperson shall be appointed by the Board.
2. The Committee shall meet in person, or telephonically, at least two (2) times each year, or more frequently as circumstances require.
3. The timing of the meetings shall be determined by the Committee and the Board.
4. Delegate any of its duties to subcommittees comprised of Committee members or officers of the Company as the Committee may deem appropriate in its sole discretion.
5. The Board may, at any time and in its complete discretion, remove any member of the Committee and may fill any vacancy in the Committee.
6. A majority of the total number of members shall constitute a quorum of the Committee.
7. A majority of the members of the Committee shall be empowered to act on behalf of the Committee.

8. The Committee may seek the assistance and counsel of outside consultants, and shall have sole authority to retain and terminate such consulting firm with concurrence by the Board, and to approve such firm's fees and other retention terms at the Company's expense, as the Committee determines is appropriate.

9. Minutes shall be kept of each meeting of the Committee, and the Committee shall regularly provide reports of its actions to the Board.