

**CHARTER FOR THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
NOTIFY TECHNOLOGY CORPORATION**

**PURPOSE:**

The purpose of the Compensation Committee established pursuant to this charter is to review and make recommendations to the Board of Directors (the “**Board**”) regarding all forms of compensation to be provided to executive officers of and the directors of Notify Technology Corporation (the “**Company**”), including stock compensation and loans, and all bonus and stock compensation to all employees.

The Compensation Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake other such specific duties as the Board from time to time prescribes.

**STATEMENT OF PHILOSOPHY:**

The policy of the Compensation Committee shall be determined by the Board from time to time.

**MEMBERSHIP:**

The Compensation Committee shall consist of a minimum of two (2) non-employee directors of the Company as is determined by the Board. The members of the Compensation Committee are appointed by and serve at the direction of the Board.

**RESPONSIBILITIES:**

The responsibilities of the Compensation Committee include:

- Reviewing and making recommendation to the Board regarding the compensation policy or executive officers as directed by the Board;
- Reviewing and making recommendations to the Board regarding general compensation goals and guideline for the Company’s employees and the criteria by which bonuses to the Company’ employee are determined;
- Acting as Administrator (as defined therein) of the Company’s Notify Technology Corporation 2008 Equity Incentive Plan. In its administration of the plan, the Compensation Committee may, pursuant to authority delegated by the Board (i) grant stock option or stock purchase rights to individuals eligible for such grants (including grants to individuals subject

to Section 16 of the Securities Exchange Act of 1934 (the “Exchange Act”) in compliance with Rule 16b-3 promulgated thereunder, so long as the Compensation Committee is comprised entirely of “disinterested persons”, as such term is defined in Rule 16b-3(2)(i) promulgated under the Exchange Act), and (ii) amend such stock option or stock purchase rights. The Compensation Committee shall also make recommendations to the Board with respect to amendments to the plan and changes in the number of shares reserved for issuance thereunder.

- Reviewing and making recommendation to the Board regarding other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, directors of and consultant to the Company;
- Preparing a report (to be included in the Company’s proxy statement) which describes: (a) the criteria on which compensation paid to the Chief Executive Officer for the last completed fiscal year is based; (b) the relationship such compensation to the Company’s performance; and (c) the Compensation Committee’s executive compensation policies applicable to executive officer; and
- Authorizing the repurchase of share from terminated employee pursuant to applicable law.

#### **MEMBERSHIP:**

The Compensation Committee members will be appointed by, and will serve at the discretion of, the Board. The Compensation Committee will consist of at least two members of the Board. At least one member shall be an independent director.

#### **MEETINGS:**

It is anticipated that the Compensation Committee will meet at least two times each year. However, the Compensation Committee may establish its own schedule, which it will provide to the Board in advance.

At least a minimum of one of such meetings annually, the Compensation Committee will consider stock plans, performance goals and incentive awards, and the overall coverage and composition of the compensation package.

#### **MINUTES:**

The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

**REPORTS:**

The Compensation Committee will provide written reports to the Board regarding recommendation of the Compensation Committee submitted to the Board for action, and copies of the written minutes of its meetings.

