

# **ICG GROUP, INC.**

## **COMPENSATION COMMITTEE CHARTER**

### **PURPOSE**

The role of the Compensation Committee of the ICG Group, Inc. (f/k/a Internet Capital Group, Inc.) Board of Directors (the “Committee”) is to discharge the Board’s duties related to compensation of the Company’s directors and executive officers and to oversee the compensation and benefit programs that cover the Company’s employees.

### **COMPOSITION**

The Committee will consist of at least three (3) non-employee directors. Each Committee member shall satisfy the “independence” requirements of the Nasdaq Stock Market and any applicable laws, rules and regulations. The members of the Committee shall be elected by the Board to hold such position until the next annual meeting or until their successors shall be duly elected and qualified. The Chairman of the Committee shall be selected by the Board.

### **DUTIES AND RESPONSIBILITIES**

In exercising its duties and responsibilities, the Committee will consult regularly with the CEO and management. The primary duties and responsibilities of the Committee, under powers delegated to it by the Board of Directors, are as set forth below:

- Review annually and approve corporate goals and objectives relevant to executive compensation and evaluate performance in light of such goals and objectives.
- Review and approve the Company’s compensation strategy.
- Review annually the Company’s compensation policies and practices as they relate to risk management and evaluate whether such policies and practices are reasonably likely to have a material adverse effect on the Company.
- Reward individuals for their contributions to the Company’s achievements and align the interest of management with the long-term interests of the Company’s stockholders.
- Annually review the total compensation package for all executive officers, including:
  - review and approval of salaries and bonus;
  - the grant of equity awards under the Company’s equity compensation plans and other long-term incentives under any other Company program;
  - review of, and coordination of the compensation packages with, the Company’s financial and strategic plans; and
  - consideration, review and approval of special employment arrangements and agreements.

- Annually review the total compensation package of each other officer, as recommended by the Company's senior management.
- Annually review and approve the general compensation policy and practice for all other employees.
- Review trends in management compensation and models of new compensation programs.
- Approve the bonus pool for all employees.
- Review employee benefit plans.
- Administer the Company's equity compensation plans, including the review and grant of stock options, stock appreciation rights and stock awards to all eligible employees under the Company's existing equity compensation plans.
- Consider amendments or modifications to existing compensation and employee benefit programs, including the Company's 401(k) plan, and adoption of new plans.
- In conjunction with the CEO, establish and monitor the succession plan(s) for executive management.
- Evaluate the performance of the CEO against pre-established criteria.
- Review with the CEO the performance of the executive officers who report to the CEO.
- Review the Compensation Discussion and Analysis section of the Company's annual proxy statement ("CD&A") together with the Company's Chief Executive Officer and Chief Financial Officer and determine whether to recommend to the Company's Board of Directors that the CD&A be included in the Company's annual proxy statement.
- Prepare the report of the Committee included in the Company's annual proxy statement.
- Make determinations relating to the deductibility of compensation under Section 162(m) of the Internal Revenue Code of 1986, as amended.
- Review and reassess the Committee's charter at least annually and submit any recommended changes to the Board for its consideration.
- Periodically report, through the Committee Chairman, to the full Board regarding the Committee's actions and recommendations, if any.
- Perform any other activities consistent with this Charter, ICG's By-laws and governing law, as the Committee or the Board deems necessary or appropriate.

## **COMMITTEE PROCEDURE**

A majority of the members of the Committee must attend a meeting to allow the transaction of any Committee business. All actions must be approved by a majority of the members in attendance.

Any committee action may be taken without a meeting if all members of the committee consent thereto in writing.

Meetings of the Committee may be held by conference call.

## **COMMITTEE MEETINGS**

The Committee shall meet at least two times per year and more often if necessary to complete assigned functions.

Meetings may be called by the Committee Chairman with notice to each member and the Company's Corporate Secretary. This required notice may be waived by unanimous approval of the Committee.

The Committee may request that members of management or outside advisors be present to assist the Committee in performing its duties.

The Committee may, in its discretion, utilize the services of ICG's regular corporate legal counsel with respect to legal matters or, at its discretion, retain independent legal counsel or other advisors if it determines that such counsel or advisors are necessary or appropriate under the circumstances. ICG shall provide appropriate funding, as determined by the Committee, for the Committee to retain such counsel and other advisors.

## **EFFECTIVE DATE**

This Compensation Committee Charter was amended and restated effective as of June 20 2011.