

**INTERNAP NETWORK SERVICES CORPORATION**  
**Compensation Committee Charter**  
**(Amended and Restated January 2007)**

**I. Purpose**

The primary purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to evaluation and compensation of the Company's directors and executives.

**II. Composition**

A. The Committee shall be comprised of three or more directors of the Board appointed by the Board, and the Committee's composition will meet the requirements of the listing standards of the NASDAQ Global Market or, if the principal exchange on which the Common Stock is then traded is other than the NASDAQ Global Market, the Company's then-current exchange of listing (the "Listing Standards"). Accordingly, all of the members of the Committee will be independent directors within the meaning of the Listing Standards and free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee in the opinion of the Board. The Board shall affirmatively conclude that the members of the Committee are independent, as required.

B. Each member of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve until his or her successor shall be duly elected and qualified, unless otherwise removed by the Board of Directors. Any vacancies on the Committee occurring prior to the annual organizational meeting shall be filled by the Board. Unless a Chairperson is elected by the full Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership.

C. A majority of the Committee shall constitute a quorum for the taking of any action by the Committee.

**III. Meetings**

The Committee shall hold such meetings as may be called by the Chairperson of the Committee or at the request of the Board of Directors. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

**IV. Responsibilities and Duties**

The Board of Directors has authorized and directed the Committee to assume each of the following responsibilities, and any other responsibilities the Board of

Directors specifically delegates to the Committee:

A. Annually review and recommend, in the case of the CEO, and approve, in the case of the senior executives of the Corporation other than the CEO, the Company's goals and objectives relevant to CEO and senior executive compensation, including as the Committee deems appropriate, consideration of the Company's performance and relative stockholder return, the value of similar incentive awards to officers at comparable companies, the awards given to the officers in past years and such other factors as the Committee deems relevant, and evaluate the performance of the senior executives of the Corporation other than the CEO in light of those goals and objectives.

B. Annually review and recommend to the Board, in the case of the CEO, and approve, in the case of the senior executives of the Corporation other than the CEO, (1) the annual base salary level, (2) the annual incentive opportunity level, (3) the long-term incentive opportunity level, and (4) any special or supplemental benefits or perquisites.

C. Review and recommend to the Board, in the case of the CEO, and approve, in the case of the senior executives of the Corporation other than the CEO, employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate.

D. Annually review and make recommendations to the Board concerning the adoption, terms and operation of the Company's compensation plans for all directors, officers and other senior executives, including incentive-compensation plans and equity based plans, and including an assessment with respect to linkage between director compensation and corporate performance.

E. Grant stock options, restricted stock and other discretionary awards under the Company's incentive-compensation and equity based plans and make recommendations to the Board regarding any such grants to the CEO.

F. Perform the administrative functions assigned to the Committee by the Board or the provisions of any incentive-compensation plan, equity based plan, employee stock purchase plan or other employee benefit plan.

G. Retain and terminate, as deemed necessary, any compensation consultant to be used to assist in the evaluation of director, CEO or executive compensation. The Committee shall have sole authority to select such consultant and approve the consultant's fees and other retention terms.

## **V. General**

A. Report periodically to the Board.

B. Annually review the adequacy of this Charter and recommend any proposed changes to the Board for approval.

C. Assist the Board in developing and evaluating candidates for executive positions, including the CEO, and oversee the development of executive succession plans.

D. Annually prepare a report on executive compensation for inclusion in the Corporation's proxy statement in accordance with the Securities and Exchange Commission and other applicable rules and regulations.

E. Annually review the performance of the Committee.