

**RAINMAKER SYSTEMS, INC.
COMPENSATION COMMITTEE CHARTER**

Committee Membership

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Rainmaker Systems, Inc. (the “Company”) shall consist solely of two or more members of the Board, each of whom (i) the Board has determined has no material relationship with the Company, (ii) satisfies the independence requirements of the Nasdaq Stock Market, (iii) is a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934 (the “1934 Act”), as amended and (iv) is an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986 (the “Code”), as amended.

Members shall be appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Purpose and Responsibilities

The Committee shall have the purpose and direct responsibility to:

1. Review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company’s performance and relative shareholder return, the CEO’s individual performance, including progress on strategic objectives, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in prior years.
2. Review and approve compensation for Executive Officers other than the CEO, incentive-compensation plans and equity-based plans, including the 2003 Stock Incentive Plan, oversee the activities of the individuals and committees responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans. For purposes of this Charter, “Executive Officers” shall be defined herein to include the CEO, CEO, and the three Executives who are in significant operational management, non-sales, roles, expected to be the most highly compensated employees for the coming year
3. Review and approve any new equity compensation plan or any material change to an existing plan where shareholder approval has not been obtained.

4. Approve grants of stock, stock options, stock purchase rights and similar awards to individuals eligible to receive such grants under the Company's equity compensation plans, to approve the forms of agreement evidencing such grants, and to interpret and amend such agreements within the terms of the plans.

5. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.

6. Review and approve severance, termination, change-in-control, employment or similar arrangements (or termination payments to be made thereunder) for Executive Officers of the Company.

7. Oversee the drafting and review and discuss with management the Compensation Discussion & Analysis ("CD&A") and related disclosures required by the Securities and Exchange Commission (SEC), including specific Committee review and input regarding:

- The discussion of factors important to understanding the objectives, policies and philosophy underlying the executive compensation programs;
- The allocation of various types of compensation, including short-term and long-term compensation;
- The specific items of corporate performance taken into account in setting compensation policies and decisions;
- The factors considered in decisions to increase or decrease executive compensation;
- The information presented in the Summary Compensation Table and other supporting tabular disclosures, including narrative descriptions as required; and
- Information and descriptive narrative provided in other disclosures, including post-employment payments, director compensation and Committee governance.

The Committee will also review and decide whether to recommend the final CD&A to the Board for inclusion in the Company's annual report (Form 10-K) or proxy statement.

8. Prepare and approve the Compensation Committee Report required by the rules of the SEC to be furnished with the Company's annual report or proxy statement, including:

- A statement providing whether the Committee reviewed and discussed the CD&A with management;
- A statement providing whether, based on the aforementioned review and discussion, the Committee recommended to the Board that the CD&A be included in the Company's annual report or proxy statement; and

- A list of the Committee members below the Compensation Committee Report disclosure.

9. Report to the Board on a regular basis the activities and actions undertaken by the Committee. The Committee shall also report promptly to the Board on any significant matters arising from the Committee's work, including awards for top executives and special executive employment, compensation and retirement arrangements.

10. Periodically review, as and when determined appropriate, executive compensation programs and total compensation levels, including:

- Determining whether program elements are properly coordinated and achieve intended objectives;
- Conducting comparative analyses of total compensation relative to market;
- Quantifying maximum payouts to executives under performance-based incentive plans and total payments under a variety of termination conditions, including upon a Change-in-Control (“CIC”);
- The impact of the tax and accounting treatment of the various forms of compensation.

11. Review and approve, after consultation with the Governance and Nominating Committee, director compensation programs and stock ownership guidelines.

12. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company’s compensation programs.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of members present at such meeting. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue. The Committee shall meet at least three times a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of a conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

The Committee may invite such members of management to its meetings as it deems appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The CEO may not attend any meeting where the CEO’s performance or compensation is discussed, unless specifically invited by the Committee.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee or any director or directors. Without limitation on the foregoing, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (i) “Non-Employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time, and (ii) “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to compensation consultants retained to assist in the evaluation of director, CEO or senior executive compensation, this authority shall be vested solely in the Committee.

*Adopted by Resolution of the Board of Directors
October 18, 2007*