

INNERWORKINGS, INC.
COMPENSATION COMMITTEE CHARTER

Statement of Purpose

This charter governs the operations of the compensation committee. The purpose of the committee is to review and report to the board of directors of InnerWorkings, Inc. (the “Company”) on compensation and personnel policies, programs and plans, including management development and successions plans, and to approve and administer employee compensation and benefit programs. The committee shall provide assistance to the board of directors in fulfilling its responsibilities regarding the following: (a) the compensation of the Chief Executive Officer (the “CEO”); (b) the compensation of the Company’s senior management team and other executive officers, including overseeing the administration of the Company’s employee benefit and equity incentive plans, policies, practices and programs; (c) the compensation of the directors; and (d) such other duties, responsibilities and activities as may be set forth in this charter or directed by the board of directors.

Membership

The committee shall consist of at least three (3) directors. Each member of the committee shall within one (1) year of the date hereof be (i) “independent” under the applicable requirements of The Nasdaq Stock Market (“Nasdaq”) or otherwise eligible to serve on the committee in accordance with the transition periods or exceptions provided by Nasdaq (including the transition periods set forth in Marketplace Rule 4350(a)(5) and the exception set forth in Marketplace Rule 4350(c)(3)(C)), in each case, as interpreted by the board of directors, (ii) a “non-employee director” as defined under Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) an “outside director” as defined in Section 162(m) of the Internal Revenue Code, as amended. It shall be the responsibility of the board of directors to determine, in its judgment, whether a member is independent of management and free from any relationship or service to the Company that might interfere with his or her exercise of independent judgment in carrying out his or her responsibilities as a committee member.

Notwithstanding the above independence requirements, one (1) director who is not a current officer, or employee or a family member of a current officer or employee, may be appointed to the committee for a period not to exceed two (2) years if the board of directors, under exceptional and limited circumstances, determines that membership on the committee by the director is required by the best interests of the Company and its stockholders. If such a director is appointed to the committee, the Company shall disclose the nature of the director’s relationship and the reasons for the board of directors’ determination in the next annual proxy statement subsequent to such determination.

Committee Organization and Procedures

The members shall be appointed by action of the board of directors and shall serve at the discretion of the board of directors. Appointments to the committee, including the chairman of the committee, shall be made by the board of directors, and shall conform to the Company’s bylaws, this charter and applicable legal and regulatory criteria, as appropriate under the

circumstances. Members shall be appointed annually for a term of one (1) year. The chairman shall preside over the meetings of the committee and may call special meetings, in addition to those regularly scheduled, and will report to the board the actions and recommendations of the committee.

The committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings should the committee, in its discretion, deem it desirable to do so. A majority of the members of the committee shall constitute a quorum for the transaction of business and the action of a majority of the members present at any meeting at which there is a quorum shall be the act of the committee. Unless otherwise stated herein or established by the committee, the committee shall be governed by the same procedural rules, including rules regarding meetings, actions without meetings, notices and waivers of notice, as are applicable to the board of directors.

The committee shall have the authority to cause investigations to be made of such matters within the scope of the committee's purposes and responsibilities as the committee may deem appropriate. Such investigations may be made by the Company's employees or such other persons or firms as the committee may direct. The committee may require officers and employees of the Company to produce such information and reports, including reports to be provided annually or on other regular bases, as the committee may deem appropriate.

The committee may, at its discretion and only to the extent consistent with applicable law, regulations and the Company's benefit and incentive plans, delegate certain of its authority to a subcommittee of the committee, the CEO or another executive officer, including with respect to matters relating to the compensation and election as officers of the Company's employees other than the Company's CEO and executive officers.

In order to carry out its duties under this charter, the committee has the sole discretion to select, retain, receive advice from, oversee, terminate and approve the fees and other retention terms of counsel, experts or consultants (collectively, "advisers"). Prior to retaining or receiving advice from such advisers (other than in-house legal counsel), the committee shall take into consideration the factors relevant to the adviser's independence from management specified in NASDAQ Listing Rule 5605(d)(3). The Company shall provide for appropriate funding, as determined by the committee, for the payment of reasonable compensation to such advisers.

Responsibilities

In fulfilling its responsibilities, the committee shall be responsible for and authorized to carry out the following functions:

1. In consultation with senior management, to approve the Company's executive compensation philosophy and to oversee and monitor the Company's executive compensation policies, plans and programs for the senior management team and any other executive officers of the Company to ensure that they are consistent with the board of directors' compensation philosophy and objectives, as well as the long-term interests of the Company's stockholders.

2. To annually review and approve the corporate goals and objectives relevant to the compensation of the CEO.
3. To approve the compensation, including any incentive compensation, of the CEO and, with respect to any incentive compensation, consider all relevant factors, including the Company's performance based on certain financial measures chosen by the committee, relative stockholder return, the value of similar awards to chief executive officers of comparable companies, the awards given to the CEO in past years and such other factors as the committee deems appropriate.
4. To annually review and approve, in consultation with the CEO as appropriate, the compensation, including incentive compensation, for the senior management team and any other executive officers (other than the CEO) of the Company.
5. The committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
6. To provide and approve the annual report of the committee for inclusion in the Company's annual proxy statement in accordance with applicable rules and regulations.
7. To review and approve the peer groups used for the stock performance graph included in the Company's annual proxy statement.
8. To review, approve and recommend to the board of directors, as appropriate, any new incentive compensation plans, including equity-based plans and, as may be required, any amendments to existing plans relative to the senior management team or any other executive officers of the Company.
9. To act as the administrative committee for the Company's employee stock option, stock incentive and stock purchase plans, with the authority delegated to it under the terms of the plan(s).
10. To review and approve, as appropriate, any contractual commitments between the Company and any member of the senior management team or any other executive officer of the Company.
11. To review and make policy recommendations from time to time with respect to various benefit plans, including health and welfare and retirement plans.
12. To review and evaluate the compensation of the board of directors, including the appropriate mix of cash compensation and equity compensation, and to recommend any changes in board compensation.
13. To review and assess the adequacy of this charter.

14. To discharge any other duties, responsibilities or activities delegated to the committee by the board of directors from time to time or by any of the Company's benefit and incentive plans.

It shall be the responsibility of each member of the committee to immediately disclose to the chairman of the committee any relationship that, either in fact or in appearance, might impact the independent judgment of such member in his or her service as a member of the committee.

The committee will have access to information necessary to evaluate and administer the compensation and benefit programs of the Company. Information includes compensation and benefits histories, competitive performance data and technical summaries of relevant tax, accounting and legal codes.

Meetings

The committee shall meet as frequently as the members of the committee in their discretion deem desirable, but at least quarterly. The committee may also hold special meetings that may be called by telephone or written notice by the chairman of the committee. The committee will cause to be kept adequate minutes of its proceedings and shall report periodically, as deemed necessary or desirable by the committee, to the board regarding the committee's actions and recommendations. The committee may have in attendance such representatives of senior management, advisers or others as it may deem necessary to provide the necessary information to carry out its duties; provided that the CEO may not be in attendance during voting, deliberations or any discussion of the compensation of the CEO.

Reporting to Board of Directors

The committee shall report as to its activities to the board of directors and, where appropriate, its recommendations for action by the board of directors at their next meeting subsequent to that of the committee. Certain action by the committee may be similarly reported to the board of directors for approval or ratification.

This charter may be amended or modified only by the board of directors.