



**ACCESS WORLDWIDE COMMUNICATIONS, INC.  
COMPENSATION COMMITTEE CHARTER**

**Role**

The Compensation Committee's role is to discharge the Board of Directors (the "Board") responsibilities relating to compensation of the Company's executives and to oversee and advise the Board on the adoption of policies that govern the Company's compensation and benefit programs.

**Membership**

The membership of the Committee consists of at least three directors, each of whom shall (a) meet the independence requirements established by the Board and applicable laws, regulations and listing requirements, (b) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, and (c) be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code. The Board appoints the members of the Committee and the chairperson. The members shall be free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment as a member. The Board may remove any member from the Committee at any time with or without cause.

**Operations**

The Committee will meet at least one time a year. Additional meetings may occur as the Committee or its chair deems advisable. The Committee will meet periodically in executive session without Company management present. The Committee will cause to be kept adequate minutes of its proceedings, and will report on its actions and activities at the next quarterly meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) applicable laws.

**Authority**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate outside counsel, compensation consultants, or other experts or consultants, as it deems appropriate, including sole authority to approve the fees and other retention terms for such persons. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Except as otherwise delegated by the Board or the Committee, the Committee will act on behalf of the Board. The Committee will serve as the "Committee" established to administer equity-based and employee benefit plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans. The Committee may delegate to one or more executive officers the authority to make grants of stock options and stock awards to eligible individuals who are not executive officers. Any executive officer to whom the Committee grants such authority shall regularly report to the Committee grants so made. The Committee may revoke any such delegation of authority at any time.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee to perform certain of its duties on its behalf including, to the extent permitted by applicable law, the delegation to a subcommittee of at least two directors the authority to grant equity awards.

## **Responsibilities**

The principal responsibilities of the Committee shall be the following:

- 1) Hold such regular meetings as may be necessary and such special meetings as may be called by the Chairman of the Compensation Committee or at the request of the Chief Executive Officer or the Board of Directors.
- 2) In consultation with senior management, the Committee shall establish the Company's general compensation philosophy, and oversee the development and implementation of executive compensation programs and policies with respect to the engagement of individuals as independent contractors of the Company. The Committee shall review on a periodic basis the Company's executive compensation programs and make any modifications that the Committee may deem necessary or advisable, in its sole discretion.
- 3) Annually review and approve the Company's philosophy, goals and objectives relevant to the compensation of the Chief Executive Officer and other executive officers and evaluate the performance of the Chief Executive Officer in light of the Company's compensation philosophy, goals and objectives. Based on such evaluation, the Committee shall have the sole authority to set the compensation (including base salary, incentive compensation and equity-based awards) of the Chief Executive Officer. In determining incentive compensation, the Committee shall consider, among other factors it deems appropriate from time to time, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to management in prior years.
- 4) Review and approve, in consultation with the Chief Executive Officer, the compensation (including base salary, incentive compensation and equity-based awards) of other executive officers of the Company.
- 5) Propose the adoption, amendment and termination of incentive compensation plans, equity based plans, retirement plans and deferred compensation plans, which shall include among other things, stock option plans, pension and profit sharing plans, stock bonus plans, stock purchase plans, bonus plans, and other similar programs ("Compensation Plans") and administer the Compensation Plans in accordance with their terms. The Committee shall administer such plans, including determining any incentive or equity-based awards to be granted to members of senior management under any such plan.
- 6) The Committee shall review periodically policies with respect to post-service arrangements and perquisites provided to officers, including the Chief Executive Officer.
- 7) Review and approve any proposed employment agreement with any executive officer of the Corporation. Review and approve any severance, retention or other termination payment proposed to be made to any current or former executive officer of the Corporation except for any such payment made in accordance with a plan previously approved by the Board of Directors or the Compensation Committee.
- 8) The Committee shall produce an annual report on executive compensation for inclusion in the Company's annual proxy statement, all in accordance with applicable rules and regulations.
- 9) The Committee shall evaluate its own performance on an annual basis and develop criteria for such evaluation.
- 10) Review executive officer succession planning within the Corporation.
- 11) Annually evaluate the Compensation Committee's performance.
- 12) Annually review the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
- 13) Consider such other matters in relation to compensation levels for executive officers and directors, and the administration of incentive compensation and benefits to employees pursuant to benefit plans as the Compensation Committee may, in its discretion, determine to be advisable.