

CHARTER FOR THE COMPENSATION COMMITTEE

of the Board of Directors of Limelight Networks, Inc.

Version 3.0

Author:	WSGR	Create Date:	March 20, 2007
Updated By:	James R. Todd	Date:	August 5, 2013
Reviewed By:	Philip C. Maynard	Date:	August 5, 2013
Approved By:	The Board of Directors	Date:	August 5, 2013

(signatures on file)

Owner:	Company Secretary	Department:	Legal
Document ID:	1220-2013	Link:	Click here to enter text.
Classification:	Public	Audience:	Public
Version:	3.0	Effective Date:	August 5, 2013
File name:	1220-Compensation Committee Charter-Legal-08.05.2013		

Classification – Public

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1. Purpose

The purpose of the Compensation Committee of the Board of Directors (the "Board") of Limelight Networks, Inc. (the "Company") shall be to:

- (a) discharge the Board's responsibilities relating to compensation of the Company's officers.
- (b) maintain overall responsibility for approving and evaluating the officer compensation plans, policies and programs of the Company;
- (c) administer the Company's stock option plans, stock purchase plans, restricted stock plans and any other equity incentive plans adopted by the Company;
- (d) approve a report on executive compensation and a compensation discussion and analysis for inclusion in the Company's proxy or information statement; and
- (e) provide disinterested administration of any employee benefit plans in which officers of the Company are eligible to participate.

The Compensation Committee is also responsible for completing such reports as may be required by applicable securities laws on executive compensation or other compensation matters.

In addition, the Compensation Committee will undertake those specific responsibilities listed below and such other duties or responsibilities as the Board may from time to time prescribe.

2. Committee Membership and Organization

The Compensation Committee shall consist of independent directors of the Company, and each member will be appointed by and will serve at the discretion of the Board, or a committee of the Board delegated such authority. The Compensation Committee shall consist of no fewer than two members. All members of the Compensation Committee shall meet the independence requirements of NASDAQ listing standard 5605(d)(2) and Rule 10C-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Each of these are effective as of the first annual meeting of stockholders after January 15, 2014, and require the Board to consider the source of compensation of a director and whether the director is affiliated with Limelight. All members of the Compensation Committee shall also meet the independence requirements of the listing rules of the Financial Industry Regulatory Authority for listing on the NASDAQ Global Market, the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act, and the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Board may designate one member of the Compensation Committee as its Chairman.

3. Committee Responsibilities and Authority

- The Compensation Committee shall periodically, but no less than annually, review and approve the annual base salary for the Chief Executive Officer (the “CEO”) and the other officers of the Company (as that term is defined in Rule 16a-1 promulgated under the Exchange Act, the “Officers”), and review and approve any other benefits, compensation, or employment-related arrangements for the CEO and the Officers, including (a) annual or special incentive bonuses, including the specific goals and amount, (b) equity compensation, and/or (c) employment agreements, severance arrangements, and change in control agreements/provisions.
- The Compensation Committee shall periodically review and set forth corporate goals and objectives relevant to CEO and Officer compensation.
- The Compensation Committee may make recommendations to the Board with respect to incentive compensation plans, including reservation of shares for issuance under employee benefit plans.
- The Compensation Committee shall periodically, but no less than annually, review and recommend to the Board for its approval the compensation (including cash, equity or other compensation) for members of the Board for their service as (a) a member of the Board, (b) a member of any committee of the Board, (c) a Chairman of any committee of the Board and (d) the Chairman of the Board. The Compensation Committee will consider the Board's Nominating and Governance Committee's review of the effectiveness of the operation of the Board and its committees in connection with the Compensation Committee's review and recommendations with respect to the compensation of the Company's directors.
- The Compensation Committee shall annually review the performance of the Company's CEO.
- The Compensation Committee may make recommendations to the Board on the Company's executive compensation practices and policies, including the evaluation of performance by the Company's Officers and issues of management succession.
- The Compensation Committee may form and delegate authority to subcommittees when appropriate.
- The Compensation Committee shall make regular reports to the Board.
- The Compensation Committee shall approve a report on executive compensation and a compensation discussion and analysis (“CD&A”) for inclusion in the Company's proxy or information statement. The Committee shall recommend to the full Board that the CD&A be included in the proxy or information statement or shall disclose to the full Board the reasons that it cannot make such a recommendation.
- The Compensation Committee shall periodically review and assess this Charter and recommend any proposed changes to the Board for approval.
- The Compensation Committee, may, in its sole discretion, retain or obtain advice and assistance from compensation advisors, internal or external legal, accounting,

compensation or other advisors, and shall be directly responsible for the appointment, compensation and oversight of the work of any such advisers retained. The Company will provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to advisers retained by the Compensation Committee. Notwithstanding the foregoing, the Compensation Committee may select such consultants, legal counsel or other advisers only after taking into consideration the following factors relevant to that person's independence from management, which are expressly enumerated in Rule 10C-1 of the Exchange Act:

- Other services provided to the Company by the compensation adviser's firm;
 - The fees the compensation adviser's firm receives from the Company as a percentage of that firm's total revenue;
 - The policies and procedures of the compensation adviser's firm that are designed to prevent conflicts of interest;
 - Any business or personal relationship between the compensation adviser and a compensation committee member or an executive officer of the Company; and
 - Whether the compensation adviser owns stock in the Company.
- The Compensation Committee shall have such other responsibilities and powers as may be delegated from time to time by the Board and which are consistent with this Charter, the Company's bylaws and applicable law.

4. Meetings and Minutes

The Compensation Committee shall meet as often as it deems necessary or appropriate in order to perform its responsibilities and may also act by unanimous written consent in lieu of a meeting. The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

5. Committee Member Composition

Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers, per meeting fees and fees for service as Chairman of the Compensation Committee. Fees may be paid in such form of consideration as is determined by the Board.

Except as permitted under applicable laws and the rules and regulations of the Securities and Exchange Commission and the National Association of Securities Dealers, Inc., members of the Compensation Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board of Directors or any committee thereof or as Chairman of the Board of Directors or Chairman of any committee of the Board of Directors.

6. Roles and Responsibilities

Role	Responsibility
Assistant Secretary	Maintain this Charter in the Company's compliance document repository; publish it on the Company's public facing website; and schedule periodic reviews and assessments of this Charter, and, where warranted, recommend any proposed changes to the Compensation Committee for its consideration.
Compensation Committee	See Section 3 above.

7. Document Control

7.1. Summary of Changes

Updated	Updated by	Section(s)	Summary
07/20/2009	Board	3	Content modifications to clarify Committee's responsibility to annually approve a report on executive compensation and a CD&A to be included in Limelight's proxy or information statement.
08/05/2013	Board	1-3	Content modifications to clarify authority stemming from NASDAQ and SEC Compensation Committee and Adviser Independence Rules, as well as immaterial administrative modifications.

7.2. Document Approver

Title or Role	Approver Name	Signature	Date
Board of Directors	The Board of Directors	[see approved resolutions]	August 5, 2013

7.3. Document Reviewers

Title or Role	Reviewer Name	Signature	Date
Secretary	Philip C. Maynard	/s/ Philip C. Maynard	August 5, 2013

7.4. Document Distribution and Notification

7.4.1. Distribution

The approved document must be distributed to all approvers and reviewers listed above.

7.4.2. Notification

The following users/groups need to be notified of the publication of this document:

User/Group	Reason
Legal / Compliance	Incorporate into Compliance Program document repository and calendar for periodic review. Also, assess whether any modifications are material enough to trigger 8-K public disclosure obligations.
Marketing	Replace prior version of the Charter with a properly redacted (i.e., removal of internal review history) version of the updated Charter.
Independent Public Accountants	For their records.

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