



CHARTER FOR THE COMPENSATION COMMITTEE

of the Board of Directors of Edgio, Inc.

Version 4.0

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1. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Edgio, Inc. (the “Company”) shall be to:

- (a) discharge the Board's responsibilities relating to compensation of the Company's executive officers and directors;
- (b) maintain overall responsibility for approving and evaluating the executive 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 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 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 Objectives

The Compensation Committee objectives are to attract and retain the best possible executive talent, to motivate these executive officers to achieve the goals inherent in the Company’s business strategy, to link executive and stockholder interest through performance goals and equity-based plans and to provide a compensation package to the Company’s executive officers that recognizes individual contributions as well as overall business results.

3. Committee Membership and Organization

The 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 Committee shall consist of no fewer than two members. All members of the 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 require the Board to consider the source of compensation of a director and whether the director is affiliated with Edgio. All members of the 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 Committee as its Chairman.

4. Committee Responsibilities and Authority

- The Committee shall periodically, but no less than annually, review and approve the annual base salary for 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 Committee shall periodically review and set forth corporate goals and objectives relevant to CEO and Officer compensation. The CEO may not be present during voting or deliberations on his or her compensation.
- The Compensation Committee will review and monitor the potential risk to the Company from its compensation programs and policies and whether such programs or policies incentivize or encourage unnecessary and excessive risk taking.
- The 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 exercise all rights, authority and functions of the Board under, as applicable, the Company’s incentive compensation plans, equity-based plans, employee stock purchase plans and other employee benefits plans, as well as the Company’s 401(k) plan, including the authority to interpret the terms thereof, grant stock options and to make awards of equity and other discretionary awards thereunder (including recommendations to the Board regarding any such grants to the CEO). To the extent permitted by applicable law and the provisions of a given equity-based plan, the Compensation Committee may delegate to one or more senior executives of the Company, such power to be subject to the parameters and limitations set forth in the applicable resolution adopted by the Compensation Committee.
- The 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 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 Committee's review and recommendations with respect to the compensation of the Company’s directors.

- The Committee shall annually review the performance of the Company's CEO.
- The 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 Committee may establish stock ownership guidelines for the Company's Officers and/or directors and, if it does establish such guidelines, will monitor compliance with those guidelines.
- The Committee may form and delegate authority to subcommittees when appropriate.
- The Committee shall make regular reports to the Board.
- The 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 Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- The 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 advisors retained. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to advisors retained by the Committee. Notwithstanding the foregoing, the Committee may select such consultants, legal counsel (other than in-house legal counsel) or other advisors only after taking into consideration the following factors relevant to that person's independence from management, which are expressly enumerated in NASDAQ Listing Standard 5605(d)(3) and 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 committee member or an executive officer of the Company;
 - Whether the compensation adviser owns stock in the Company; and
 - Any other factors identified by applicable securities exchange listing standards.

The Compensation Committee is not required to conduct an independence assessment for in-house legal counsel or an advisor that acts in a role limited to the following activities:

- Consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is generally available to all salaried employees; and
 - Providing information that either is not customized for a particular advisor or that is customized based on parameters that are not developed by the advisor, and about which the advisor does not provide advice.
- The 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.

5. Procedures and Administration

The Compensation Committee will hold such meetings as may be called by the Chairperson of the Compensation Committee or at the request of the Board. The 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 Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

On an annual basis, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Compensation Committee will conduct a self-evaluation of the performance of the Committee at least annually.

6. Committee Member Composition

Members of the Committee shall receive such fees, if any, for their service as 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 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 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.

7. Roles and Responsibilities

Role	Responsibility
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

Role	Responsibility
	changes to the Committee for its consideration.
Committee	See Section 3 above.

8. Document Control

8.1. 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.
07/28/2021	Board	3	Content modifications to acknowledge the Committee's authority and responsibilities concerning adopting stock ownership guidelines for Company officers and/or Board members, as well as immaterial administrative modifications.
10/19/2022	Board	1, 2, 3, 4, 5	Annual updates and transaction updates to reflect Committee's objectives and duties.

8.2. Document Approver

Title or Role	Approver Name	Signature	Date
Board	Board of Directors	[see approved resolutions]	October 19, 2022

8.3. Document Reviewers

Title or Role	Reviewer Name	Signature	Date
Secretary	Richard Diegnan	/s/ Mike DiSanto	July 28, 2021

8.4. Document Distribution and Notification

8.4.1. Distribution

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

8.4.2. 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.

END OF DOCUMENT