

CHARTER FOR THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF CRITICAL PATH, INC.

PURPOSE

The purpose of the Compensation Committee of the Board of Directors of the Corporation is to:

1. carry out the Board's overall responsibility relating to compensation of executive officers of the Corporation;
2. assist the Board in establishing the appropriate incentive compensation and equity-based plans for the Corporation's executive officers and to administer such plans;
3. produce an annual report on executive compensation for inclusion in the Corporation's annual proxy statement; and
4. perform such other duties and responsibilities enumerated in and consistent with this Charter.

MEMBERSHIP AND PROCEDURES

Membership and Appointment. The Committee shall consist of not fewer than two members of the Board, with the exact number being determined by the Board. Members of the Committee shall be appointed from time to time by the Board based upon the recommendations of the Nominating and Corporate Governance Committee of the Board, if any.

Independence. Each member shall meet the independence and outside director requirements of applicable tax and securities laws and regulations and stock market rules. In addition, no member shall accept directly or indirectly any consulting, advisory or other compensatory fee (other than in his or her capacity as a member of the Board or any board committee) from the Corporation or any subsidiary of the Corporation.

Removal of Members. The entire Committee or any individual Committee member may be removed from such Committee with or without cause by the affirmative vote of a majority of the Board. Any Committee member may resign from the Committee effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary, or the entire Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may appoint a successor to take office when such resignation becomes effective.

Chairperson. A chairperson of the Committee (the "Chairperson") may be designated by the Board based upon recommendations by the Nominating and Corporate Governance Committee of the Board, if any. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda, the frequency and the length of meetings. All Committee members, including the Chairperson, shall have unlimited access to management and information. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

Meetings. The Committee shall meet at the call of the Chairperson. Meetings may be held in conjunction with regularly scheduled meetings of the Board or otherwise. Notice of meetings shall be given in accordance with the provisions of the Corporation's By-laws.

Delegation. The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of two or more members of the Committee. Any such subcommittee to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law or listing standard, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board of Directors when required.

Authority to Retain Advisors. In the course of its duties, the Committee shall have the sole authority, at the Corporation's expense, to retain and terminate compensation consultants and other advisors as the Committee may deem appropriate, including the sole authority to approve any such advisor's fees and other retention terms.

Evaluation. The Committee shall undertake an annual evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this Charter, which evaluation shall be reported to the Board of Directors. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.

DUTIES AND RESPONSIBILITIES

The following shall be the common recurring duties of the Committee in carrying out its oversight functions. The duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or listing standard.

The Compensation Committee shall:

1. Review and approve corporate goals and objectives relevant to the compensation of the Corporation's chief executive officer ("CEO") and other officers who are reporting persons under Section 16 of the Securities Exchange Act of 1934 and the rules promulgated thereunder ("Officers").
2. Evaluate the CEO's and Officers' performance in light of such goals and objectives at least annually and communicate the results to the chief executive officer and the Board.
3. Based on the evaluation in 2. above, establish and approve annually for the CEO and Officers, the compensation levels for those persons, including, as applicable, (a) base salary, (b) bonus, (c) long-term incentive and equity compensation, and (d) any other compensation, perquisites, and special or supplemental benefits.
4. In determining the long-term incentive component of the CEO's and Officers' compensation, consider, among other items, the Corporation's performance and relative stockholder return, the value of similar incentive awards to chief executive officers and other executive officers at comparable companies, and the compensation provided to the CEO and Officers in the past.
5. In consultation with the CEO, review and make recommendations to the Board regarding guidelines for the review of the performance and the establishment of compensation policies for all other employees of the Corporation and for the delegation to executive officers of the Corporation of the determination of compensation for all employees of the Corporation who are not executive officers.
6. Establish and modify the terms and conditions of employment of the CEO and Officers, by contract or otherwise.
7. Determine, within parameters that may be established by the independent and disinterested members of the entire Board, the provisions of any contracts for the CEO and Officers that will govern the situation in which severance payments will be due upon change in control situations.

8. Make recommendations to the full Board regarding the fees and other compensation to be paid to members of the Board for their service as directors and as members of committees of the Board.
9. Provide oversight of management's decisions concerning the performance and compensation of other officers of the Corporation.
10. Assist the Board in developing and evaluating potential candidates for executive positions, including the CEO, and oversee the development of executive succession plans.
11. Administer the stock plans of the Corporation in accordance with the terms of such plans.
12. Oversee the administration of the Corporation's other employee benefit plans.
13. Maintain sole discretionary authority to interpret provisions of the Corporation's executive compensation plans.
14. Establish all rules necessary or appropriate for implementing and conducting the Corporation's executive compensation plans.
15. Determine, as applicable in connection with the Corporation's stock plans, such matters as eligibility for participation; persons to receive awards; the amount, form and other terms and conditions of awards; the form of agreements pertaining to such awards; the manner and form of deferral elections; or, when appropriate, the authorization of the Corporation's purchase of its stock for allocation to the accounts of persons to whom awards have been made under such plans. The Committee may delegate to the Corporation's Chief Executive Officer or a Stock Committee, as applicable, the authority to carry out all of the powers of the Committee to grant options and issue awards under the Corporation's stock plans to employees or consultants of the Corporation or any subsidiary thereof who are not members of the Board, the CEO or Officers; provided, that no such grant or award shall exceed 50,000 shares in any fiscal quarter or year as the Committee shall direct from time to time, and all grants or awards shall be at an exercise or grant price per share at least equal to fair market value on the date of such grant or award. In addition, the Committee shall remain responsible for granting options and issuing award to consultants of the Company.
16. Review the Corporation's incentive compensation and other equity-based plans and practices and recommend changes in such plans and practices to the Board.
17. Administer the other equity-based compensation plans that may be adopted from time to time by the Board, including the Corporation's Employee Stock Purchase Plan and 401(k) Plan(s).
18. Approve equity compensation plans and the grant of equity awards not subject to shareholder approval under applicable listing standards, and if shareholder approval is required, recommend for shareholder approval such compensation plans and the grant of equity awards.
19. Prepare the Compensation Committee report on executive compensation as required by SEC rules for inclusion in the Corporation's annual proxy statement or annual report on Form 10-K filed with the SEC.
20. Perform such other activities and functions related to executive compensation as may be assigned from time to time by the Board.

RELIANCE ON INFORMATION PROVIDED

In adopting this Charter, the Board acknowledges that the Committee members are not necessarily legal experts and are not providing any expert or special assurance as to the Corporation's legal compliance. Each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Corporation that provide information to the Committee and the accuracy and completeness of the information provided to the Committee by such persons or organizations absent actual knowledge to the contrary.