

**MDC PARTNERS INC.**

**CHARTER OF THE  
HUMAN RESOURCES & COMPENSATION COMMITTEE  
(AS ADOPTED AND AMENDED BY THE BOARD  
FEBRUARY 2016)**

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**I. PURPOSE OF THE COMMITTEE**

The purpose of the Human Resources & Compensation Committee (the "Committee") of the Board of Directors (the "Board") of MDC Partners Inc. (the "Corporation") is to oversee the Corporation's executive compensation and benefit plans and practices, including its incentive-compensation and equity-based plans, and to review and approve the Corporation's management succession plans. The Committee shall also produce a Committee report on executive compensation as required by the Securities and Exchange Commission ("SEC") to be included in the Corporation's annual proxy statement or annual report on Form 10-K filed with the SEC.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of three or more members as determined from time to time by the Board. Each member of the Committee must be independent as required by the rules of The Nasdaq Stock Market, Inc. ("Nasdaq" and other applicable regulatory entities, and any additional requirements that the Board deems appropriate. Members of the Committee must also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws. Each member of the Committee must be independent in accordance with the provisions of Rules 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended, and the rules of Nasdaq, and must meet the additional composition requirements of Nasdaq.

All members of the Committee shall be appointed by, and shall serve at the discretion of, the Board. The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

A member shall promptly notify the Committee and the Board if they no longer qualify as an Independent Director and such member shall automatically be removed from the Committee unless the Board determines that an exception to the Independent Director requirement is available under the Nasdaq and SEC rules and applicable law with respect to such member's continued membership on the Committee and that such exception should be made.

### **III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain, or cause the Corporation's General Counsel to maintain, minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

#### **A. *Management Development and Succession Planning***

The Committee shall review and approve the Corporation's management development and succession plans, as the Committee deems appropriate.

#### **B. *Executive Compensation***

The Committee shall have the following duties and responsibilities with respect to the Corporation's executive compensation plans:

(a) To review at least annually the goals and objectives of the Corporation's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) To review at least annually the Corporation's executive compensation plans in light of the Corporation's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans.

(c) In cooperation with the Corporation's Presiding Director, to evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Corporation's executive compensation plans, and determine and approve,

or recommend to the Board for its approval, the Chief Executive Officer's compensation level based on this evaluation. The CEO shall not be present during voting or deliberations by the Committee with respect to the CEO's compensation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including the Corporation's performance and relative peer group stockholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Corporation in past years. The Committee may discuss the Chief Executive Officer's compensation with the Board if it chooses to do so.

(d) To evaluate annually the performance of the other executive officers of the Corporation in light of the goals and objectives of the Corporation's executive compensation plans, and determine and approve, or recommend to the Board for its approval, the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer.

(e) To evaluate annually the appropriate level of compensation for Board and Committee service by non-employee members of the Board and Advisory Board.

(f) To review and approve any employment, severance or termination arrangements to be made with any executive officer or management of SVP level or above of the Corporation.

(g) To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan.

(h) To review perquisites or other personal benefits to the Corporation's executive officers and recommend any changes to the Board.

(i) To review the Compensation Discussion & Analysis disclosure included in the Company's proxy statements, recommend the adoption of the Compensation Discussion & Analysis to the Board and review other material disclosure concerning executive compensation matters.

(j) To oversee the Company's disclosure controls and procedures relating to executive compensation matters.

### ***C. Equity-Based Compensation Plans***

The Committee shall have the following duties and responsibilities with respect to the Corporation's equity compensation plans:

(a) To review all equity-based compensation plans to be submitted for stockholder approval under Nasdaq listing standards, and to review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such stockholder approval requirement.

(b) To have full discretionary authority to administer and grant awards under each of the Company's equity-based compensation plans (including the SARS Plan, the 2008 Key Partner Incentive Plan and the 2011 Stock Incentive Plan), as such plans may be amended or replaced from time to time.

(c) To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any compensation or other employee benefit plan, including any equity-based plan.

## **V. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee may deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

## **VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any compensation consultant to assist the Committee in carrying out its responsibilities, including sole authority to approve the consultant's fees and other retention terms, such fees to be borne by the Corporation.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors, the Committee must take into consideration the following factors: (i) the provision of other services to the Company by the entity that employs the compensation consultant, legal counsel or other advisor; (ii) the amount of fees received from the

Company by the entity that employs the compensation consultant, legal counsel or other advisor, as a percentage of total revenue; (iii) the policies and procedures of the entity that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest; (iv) business or personal relationships of the compensation consultant, legal counsel or other advisor with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other advisor or the entity employing the advisor with and executive officer of the Company. The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with item 407(e)(3)(iv) of Regulation S-K. Any compensation consultant retained by the Committee to assist with its responsibilities relating to executive compensation shall not be retained by the Company.