



INTERNAP CORPORATION

CHARTER OF THE AUDIT & FINANCE COMMITTEE

(Revised February 2018)

Purpose

The purpose of the Audit & Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Internap Corporation (the “Company”), is to:

- provide oversight of (i) the Company’s accounting and financial reporting processes, (ii) the audit of the Company’s financial statements and (iii) the Company’s internal control and audit functions;
- assist the Board in oversight of (i) the integrity of the Company’s financial statements, (ii) the Company’s internal accounting and financial controls, (iii) the Company’s compliance with legal and regulatory requirements, (iv) the performance of the Company’s internal audit function and (v) the independent auditor’s qualifications, independence and performance;
- review and provide oversight of the Company’s (i), financial strategy, (ii) capital structure, (iii) liquidity position, (iv) banking relationships, and (v) tax policies; and
- provide to the Board such information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board.

Composition

The Committee will consist of at least three members of the Board. The members of the Committee will be appointed by and serve at the discretion of the Board and will satisfy the independence and experience requirements of the federal securities laws, the Securities and Exchange Commission and the Nasdaq Global Market (“NASDAQ”), or the Company’s current exchange of listing. Specifically, each member of the Committee will be financially literate and “independent,” pursuant to the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”) and as defined in Section 10A3 of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”) and the rules and regulations promulgated by NASDAQ or the Company’s current exchange of listing. At least one member of the Committee will be a financial expert, as such term is used in Section 407 of the Sarbanes-Oxley Act and in the Exchange Act.

Funding

The Company will provide for appropriate funding, as determined by the Committee, for the payment of compensation (i) to the independent auditor employed by the Company for the



purpose of rendering or issuing an audit opinion, (ii) to any other registered public accounting firm engaged for the purpose of performing any audit, review or attest services for the Company and (iii) to any other advisors employed by the Committee, including independent legal counsel.

Functions and Authority

The Committee will assist the Board in fulfilling its responsibilities to stockholders concerning the Company's accounting and reporting, risk management practices and finance matters, and will facilitate open communication between the Committee, the Board, the independent auditor and management.

Independent Auditor

Appointment and Evaluation of Independent Auditor

- The Committee will be solely and directly responsible for appointing, retaining and, when necessary, terminating the engagement of the Company's independent auditor. The Committee may, at its discretion, seek stockholder ratification of the independent auditor that it appoints. The independent auditor will report directly to the Committee.
- The Committee will have the authority to approve the fees of the independent auditor. The Committee is empowered, without further action of the Board, to cause the Company to pay the fees of the independent auditor.
- The Committee will annually examine whether regular rotation of the lead partner of the independent auditor has occurred as required by law and consider whether there should be rotation of the independent auditor itself, and present the Committee's conclusions to the Board.
- The Committee will be responsible for evaluating the performance of the independent auditor.

Oversight of Independent Auditor

- The independent auditor will report directly to the Committee, and the Committee will be solely and directly responsible for the oversight of the independent auditor, including the resolution of any disagreements with management and the independent auditor regarding accounting and financial reporting.
- The Committee will obtain from the independent auditor assurance pursuant to Section 10A of the Securities Exchange Act of 1934, as amended, that the independent auditor has not discovered in the course of its audit and reviews evidence of any illegal activity by the Company, or if such evidence shall have been discovered, detailed reports of any such activity.



- The Committee will discuss with the independent auditor the annual audit plan, including planning and staffing of the audit, the scope of audit activities and all critical accounting policies and practices to be used, and any other matters required to be discussed by applicable rules or standards, relating to the conduct of the audit.

- At least quarterly, the Committee will review with management and, as necessary, discuss with the Company's independent auditor and, to the extent applicable, the Internal Auditors:
 - The results of the annual audit of the Company and the independent auditor's procedures with respect to interim periods, including any significant findings, comments or recommendations of the independent auditor and, to the extent applicable, Internal Auditors together with management's responses thereto; and
 - Any significant changes in the Company's accounting policies or the methods of applying the Company's accounting policies.

- The Committee will review and discuss reports from the independent auditor on:
 - critical accounting policies and practices used by the Company, including any significant changes in the Company's selection or application of accounting principles;
 - major issues regarding accounting and auditing matters, including any special audit steps adopted in light of material control deficiencies;
 - significant financial reporting accruals, estimates and judgments made in connection with the preparation of the Company's financial statements, including analysis of the effects of alternative GAAP methods;
 - the adequacy of internal controls that could significantly affect the Company's financial statements;
 - the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;
 - whether the financial statements may be susceptible to material misstatement due to fraud; and
 - other material written communications between the independent auditor and management.

- The Committee will assist and interact with the independent auditor to enable it to perform its duties in the most efficient and cost-effective manner.



- The Committee will evaluate the cooperation received by the independent auditor during its audit or quarterly review examination, including the auditor's access to all requested records, data and information, and elicit the comments of management regarding the responsiveness of the independent auditor to the Company's needs.

Auditor Independence

- The Committee will receive written statements from the independent auditor periodically delineating all relationships between the auditor and the Company consistent with applicable rules and standards, to consider and discuss with the auditor any disclosed relationships or services that could affect the independent auditor's objectivity and independence and otherwise to take, or recommend that the full Board take, appropriate action to oversee the independence of the auditor.

- The Committee will obtain and review annually a report by the independent auditor describing (i) the independent auditor's quality-control procedures; and (ii) material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

- The Committee will review and approve all professional services provided to the Company by its independent auditor and consider the possible effect of such services on the independence of such auditor. In addition, the Committee will, at its sole discretion, pre-approve (i) all audit services and (ii) all permissible non-audit services provided to the Company by its independent auditor, as required by Section 202 of the Sarbanes-Oxley Act and Section 10A of the Exchange Act. The Committee may establish pre-approval policies pursuant to which audit services or permitted non-audit services may be obtained from the Company's independent auditor or other registered public accounting firms.

- The Committee will inform the independent auditor of the Committee's understanding of significant relationships and transactions between the Company and related parties. The Company will review and discuss with the independent auditor the auditor's evaluation of the Company's identification of, accounting for and disclosure of its relationships and transactions with related parties.

- The Committee will evaluate the hiring of employees or former employees of the independent auditor.

SEC Reports and Other Disclosure



- The Committee will have familiarity, through the individual efforts of its members, with the accounting and reporting principles and practices applied by the Company in preparing its financial statements.
- The Committee will review and discuss with management and the independent auditor, before release, the audited financial statements and interim financial statements.
- Based upon its discharge of its responsibilities hereunder and any other information, discussion or communication that the Committee in its business judgment deems relevant, the Committee will recommend to the Board that the Company's audited financial statements be included in the Company's annual reports on Forms 10-K.
- The Committee will direct the independent auditor to use its best efforts to perform all reviews of interim financial information prior to disclosure by the Company of such information. The Committee will direct management to advise the Committee in the event that the Company proposes to disclose or file interim financial information prior to completion of review by the independent auditor.
- The Committee will review and discuss with management and the independent auditor, before disclosure, "Management's Discussion and Analysis of Financial Condition and Results of Operations."
- The Committee will review with management the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts, rating agencies or others. These discussions may be had generally and need not include advance discussion of each earnings release or each instance in which the Company may provide financial information or earnings guidance. Discussions will include the type and presentation of information to be included in earnings releases, financial information or earnings guidance, with particular attention to any use of pro forma or adjusted non-GAAP information.
- The Committee will oversee compliance with the disclosure requirements of the Securities and Exchange Commission, including disclosure of information regarding services of the independent auditor and Committee members, member qualifications and activities.
- The Committee will prepare the audit committee report required by Item 407 of Regulation S-K to be included in the Company's proxy statement relating to an annual meeting of security holders at which directors are to be elected (or special meeting or written consents in lieu of such meeting).

Processes and Controls



- The Committee periodically will review the Company's financial reporting processes and disclosure controls and procedures, based on consultation with the Company's management, Internal Audit, the independent auditor and counsel.
- The Committee will review the reports prepared by management and Internal Audit, and attested to by the Company's independent auditor, assessing the adequacy and effectiveness of the Company's internal controls and procedures, prior to the inclusion of such reports in the Company's periodic filings as required under the rules of the Securities and Exchange Commission.
- The Committee periodically will consult with the independent auditor and discuss with management the scope and quality of internal accounting and financial reporting controls in effect, including, to the extent applicable, the responsibilities, budget, staffing and effectiveness of the Company's Internal Audit function, based on consultation with the Company's management and the independent auditor.
- The Committee will establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters.

Oversight of Internal Auditor

- The Committee will review the appointment of the senior Internal Audit executive.
- The Committee will review the significant reports to management prepared by the Internal Audit department and management's responses.
- The Committee will evaluate the performance of the Internal Audit function.
- The Committee will review and approve the annual Internal Audit Plan and audit procedures to be used each year.
- The Internal Auditor will have open and unfettered access to the Committee as needed.

Risk Management

- The Committee will assess and provide oversight to management relating to the identification and evaluation of, major strategic, operational, regulatory, investment and external risks inherent in the Company's business and the control processes with respect to such risks.
- The Committee will assess guidelines and policies to monitor and control such exposures, based on consultation with the Company's management and the independent auditor.



- The Committee will review systems, process and people responsible for the finance and other functions that involve major strategic, operational, regulatory, investment and external risks.

Finance Matters

- The Committee will review with management, and provide oversight of, the Company's financial strategy, capital structure and liquidity position. This responsibility includes, without limitation, oversight of the following:
 - Transactions involving equity securities of the Company such as public offerings, stock buyback programs or stock splits (but not including equity compensation plans);
 - Transactions involving significant credit programs and debt securities of the Company and other material debt obligations undertaken by the Company;
 - The Company's dividend policies and practices;
 - The Company's liquidity and cash flow position; and
 - The Company's tax strategy and tax compliance.
- The Committee will oversee the Company's investment policies and strategy.
- The Committee will review transactions and expenditures as specifically delegated by the Board of Directors.
- The Committee will review significant relationships with analysts, banks, and investment banks.
- The Committee will review and discuss with management the Company's effective tax rate, adequacy of tax reserves and significant tax developments.
- The Committee will perform such other financial oversight responsibilities as the Board of Directors may request.

Other Responsibilities and Authority

The Committee will:



- report regularly to the Board;
- engage its own independent legal counsel and other advisers as it deems necessary to carry out its duties;
- request that the Company maintain a copy of this Charter on the Company's website;
- review and assess the adequacy of this Charter annually and recommend changes to the Board for approval as the Committee deems appropriate;
- evaluate the performance of the Committee itself; and
- perform such other functions and have such power as may be necessary or convenient in the efficient and lawful discharge of the foregoing.

Meetings

The Committee will hold at least one regular meeting per calendar quarter and additional meetings as the Committee deems appropriate. The President and Chief Executive Officer, Chairman of the Board and Chief Financial Officer may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Committee Chairman. The Committee will meet separately, at least quarterly, with management, the Internal Auditor (or other personnel responsible for the Company's Internal Audit function) and the independent auditor. Unless a Chairman is elected by the full Board, the members of the Committee may designate a Chairman by majority vote of the Committee. Committee members may be removed from the Committee by the Board in its discretion. The Committee may form and delegate authority to subcommittees when appropriate in compliance with applicable SEC rules. A majority of the members of the Committee will constitute a quorum for the transaction of business.

Minutes and Reports

Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chairman of the Committee will report to the Board from time to time, or whenever so requested by the Board.

This amends and restates the Audit Committee Charter, dated February 2016.