



INTERNAP CORPORATION

Nominations and Governance Committee Charter

(Amended and Restated September 19, 2018)

A. **Purpose**

The Nominations and Governance Committee (the “Committee”) of the Board of Directors of Internap Corporation (the “Company”) oversees matters relating to the organization and membership of the Board of Directors (the “Board”), reviews enterprise risks and policies and other issues relating to the Company’s corporate governance, including:

- assisting the Board by identifying individuals qualified to become Board members;
- recommending to the Board director nominees;
- monitoring significant developments in the regulation and practice of corporate governance and the duties and responsibilities of directors generally;
- monitoring and reviewing with Management enterprise risk and policies including those related to operations, information, data and cyber security;
- leading the Board in its annual performance evaluations;
- assisting the Board in developing and evaluating candidates for executive positions, including the Chief Executive Officer, and overseeing development of executive succession plans;
- evaluating and administering the Corporate Governance Guidelines and recommending changes to the Board; and
- periodically reviewing the Company’s governance structure.

B. **Composition and Term of Office**

1. **Number; Chair; Independence.** The Committee will consist of at least three members all of whom are non-employee directors of the Company and meet the independence requirements of the Nasdaq Global Market (“NASDAQ”), or the Company’s current exchange of listing. One member selected by the Committee will serve as Chairperson.

2. **Selection and Removal.** The members of the Committee will serve one-year terms, and will be elected annually by the Board on such date, as the Board will determine. The Board may remove and replace Committee members at its discretion.



3. Independent Advisors. The Committee has the authority to engage and terminate independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

C. Committee Meetings

1. Meetings. The Committee will meet as often as it deems necessary to perform its responsibilities, but no less frequently than two times each year. Regularly scheduled Committee meetings will occur in conjunction with meetings of the full Board. Special meetings of the Committee may be called as needed by the Committee Chairperson. The Committee may request that members of management or outside consultants be present to assist the Committee in performing its duties.

2. Minutes of Meetings. The Committee will report periodically to the Board regarding the significant items discussed at any Committee meeting. Minutes of each meeting will be kept and distributed to the entire Board

D. Board Nominees

1. Composition of the Board. The Committee will review the composition of the full Board annually to determine the qualifications and areas of expertise needed to further enhance the composition of the Board and work with management in attracting candidates with those qualifications.

2. Criteria for Selecting Directors. The Committee will use such criteria as it establishes from time-to-time to guide its director selection process. The Committee may periodically review such criteria as it deems appropriate. The Committee will be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

3. Selection of Director Nominees. The Committee will be responsible for recommending to the Board nominees for election as directors at any meeting of stockholders and persons elected to fill any vacancies on the Board. In making such recommendation, the Committee will consider candidates proposed by stockholders. The Committee will review and evaluate information available to it regarding candidates proposed by stockholders and will apply the same criteria and will follow substantially the same process in considering them, as it does in considering other candidates. The Committee will submit its determination to the Board for consideration and approval. Invitations to join the Board will be extended jointly by the Chairperson of the Board, or Lead Director should one exist, and/or the Chief Executive Officer of the Company.



4. Search Firms. The Committee has the sole authority to retain and terminate, at the Company's expense, any search firm or advisor to be used to identify director candidates and has the sole authority to approve the search firm's or advisor's fees and other retention terms.

E. Evaluation of the Board

The Committee will be responsible for establishing criteria and processes for, and leading the Board in, the Board's annual performance self-evaluation, including a review of the independence of the members of the Board (as defined in the Corporate Governance Guidelines). The Committee will determine the nature of the evaluation, supervise the conduct of the evaluation and discuss an assessment of the Board's performance with the Board.

F. Succession Planning

1. Executive Succession Plans. The Committee will assist the Board in developing and evaluating candidates for executive positions, including the Chief Executive Officer, and oversee the development of executive succession plans.

2. Qualities of Chief Executive Officer. The Committee will periodically review and reassess with the Board, the qualities and characteristics necessary for an effective Chief Executive Officer.

G. Governance

1. Committee Membership. The Committee will review and identify annually the names of directors to serve as members and committee chairpersons of all standing or any ad hoc committees and recommend to the full Board, as appropriate, changes in number, function or composition of committees.

2. Related Party Transactions. The Committee will review all direct or indirect transactions or proposed transactions with (a) any director or executive officer (excluding any compensation arrangement for services as a director or executive officer) or (b) any person in which any director or executive officer of the Company has an interest, to the extent that any such transactions would be required to be disclosed in the Company's proxy statement.

3. Corporate Governance Developments. The Committee will monitor, with the assistance of the General Counsel, current developments in the regulation and practice of corporate governance, including applicable exchange listing standards and Securities and Exchange Commission regulations, and make recommendations to the Board on all matters of corporate governance and on any governance-related action to be taken by the Board or the Company.

4. Corporate Governance Guidelines. The Committee will review and assess the adequacy of the Corporate Governance Guidelines of the Company and recommend any appropriate changes to the Board for approval.



5. Enterprise Risk. The Committee will review with Management, including the Governance, Risk and Compliance Officer, Chief Information Officer and General Counsel, its assessment of the Company's material enterprise risks including, but not limited to those risks related to the Company's operations, information, data and cyber security. The Committee will annually review the Company's enterprise risk assessment and the enterprise risks identified. The Committee will review and monitor, on a quarterly basis, the processes and procedures that the Company is taking to monitor, mitigate and remediate identified risks. The Committee will recommend to the Board any actions, processes or procedures to be implemented to address enterprise risk. The Committee may consider the Company's insurance coverages and may meet jointly with the Audit & Finance Committee and the Compensation Committee to address risks faced by the Company. Notwithstanding the foregoing, the Audit & Finance Committee shall continue to review and monitor the Company's major financial risk exposures and the Compensation Committee shall continue to review and monitor the Company's compensation program risks.

6. Self-Evaluation of Governance Functions. The Committee will conduct an annual self-evaluation of the corporate governance and nominating functions of the Committee and review this evaluation with the Board.

7. Stockholder Communications. The Committee will monitor the process whereby stockholders may communicate with the Board and assess, and recommend any appropriate action on, any matters that may be raised in such communications.

8. Governance Structure. The Committee will review the governance structure of the Company, including, among other items, its rights plan (if any), the classified board, other provisions of its charter and by-laws affecting governance, other arrangements containing provisions that become operative in the event of a change in control of the Company, governance practices and the composition of the Company's stockholder base.

H. Administrative Responsibilities

1. Charter Review. The Committee will review and reassess the adequacy of this Charter annually and recommend any appropriate changes to the Board.

2. Additional Actions. The Committee will take such further actions or provide such further advice as the Board may from time to time delegate to the Committee.

This amends and restates the Nominations and Governance Committee Charter, dated August 2013.