

Compensation Committee

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

Authority

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Great Elm Capital Group, Inc. (the "Company") is established pursuant to Article 4.1 of the Company's Amended and Restated Bylaws and Section 141(c) of the Delaware General Corporation Law.

Purpose

The purposes of the Committee are to:

Discharge the responsibilities of the Board, or assist the Board in the discharge of its responsibilities, with respect to the Company's compensation and employee benefit programs and practices, including compensation of the Company's executives; and Produce an annual Committee report on the Company's compensation discussion and analysis as required by the Securities and Exchange Commission (the "SEC") for inclusion in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

Structure and Operations

Composition and Qualifications

The Committee shall be comprised of two or more independent members of the Board. No director may serve unless he or she (i) is qualified to serve on the Committee pursuant to Nasdaq requirements, and any additional requirements that the Board deems appropriate, (ii) a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairman

The Chairman of the Committee shall be designated by the Board, provided that if the Board does not so designate a Chairman, the members of the Committee may designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agenda for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

Meetings

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but not less frequently than two times annually. The Chairman of the Board or any member of the Committee may call meetings of the Committee.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately, on an annual basis or as often as it determines necessary, with the principal executive officer, the Company's principal human resources executive, and any other corporate officers as it deems appropriate. However, the Committee should meet regularly without such officers present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being deliberated and determined.

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, in its discretion, may invite members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Committee.

Responsibilities and Duties

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Article II of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Article II of this Charter.

The Committee, in discharging its oversight role, may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company'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 the sole authority to approve the consultant's fees and other terms of retention, such fees to be borne by the Company.

Setting Compensation for Executive Officers:

1. Establish and review the overall compensation philosophy of the Company, and amend, or recommend that the Board amend, the compensation philosophy if the Committee deems it appropriate.
2. Review the corporate goals and objectives of the Company's executive compensation plans relevant to the principal executive officer and other executive officers, including annual performance objectives, and, if the Committee deems it appropriate, amend, or recommend to the Board the amendment of, these goals and objectives.
3. Evaluate annually the performance of the principal executive officer in light of the goals and objectives of the Company's executive compensation plans, and make recommendations to the Board for its approval, the principal executive officer's compensation level based on this evaluation. In determining the long-term incentive component of the principal executive officer's compensation, the Committee shall consider all relevant factors, including the Company's performance and relative shareholder return, the value of similar awards to principal executive officers of comparable companies, and prior awards given to the principal executive officer of the Company.
4. Evaluate annually the performance of the other executive officers of the Company in light of the goals and objectives of the Company'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 principal executive officer.
5. In connection with executive compensation programs:
 - a. Review the Company's executive compensation plans in light of the Company'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;
 - b. Review on a periodic basis the Company's executive compensation programs to determine whether these programs are properly coordinated and achieving their intended purpose(s);
 - c. Establish and periodically review policies for the administration of executive compensation programs; and
 - d. Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.

6. Establish and periodically review policies with respect to perquisites or other personal benefits to the Company's executive officers and recommend any changes to the Board.
7. Evaluate policies and procedures pertaining to expense accounts of senior executives.
8. Review and approve, or make recommendations to the Board for its approval, any compensation arrangements with current or former executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements.
9. To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan.

Monitoring General, Incentive and Equity-Based Compensation Plans

1. Review the Company's goals and objectives with respect to general compensation plans and other employee benefit plans, including incentive-compensation plans and equity, restricted stock unit, stock appreciation right or other similar award plans (collectively, "equity-based plans"), and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
2. Oversee the Company's management in its establishment of a process by which any material risks relating to the Company's compensation policies and practices are identified and addressed and, on a periodic basis, require the Company's officers to provide to the Committee a risk update comprised of those material risks relating to the Company's compensation policies and practices and the status of actions taken to mitigate those risks.
3. Review the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate, and oversee the activities of the individuals responsible for administering those plans.
4. Review and make recommendations to the Board with respect to all equity-based compensation plans.
5. Delegate to a committee of the Board consisting of one or more members of the Board, the authority to make awards to non-executive officers under the equity-based plans, in accordance with guidelines and policies set by the Committee.
6. Review and approve, or make recommendations to the Board for its approval, awards pursuant to the Company's equity-based plans.
7. Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.
8. 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 incentive-compensation or equity-based plan.

Outside Director Compensation:

Periodically review the compensation paid to non-employee directors for their service on the Board and its committees and recommend any changes considered appropriate to the full Board for its approval.

Reports:

1. Produce a Committee report on the Company's compensation discussion and analysis as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
2. Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The Committee report to the Board may take the form of an oral report by the Committee Chairman or any other member of the Committee designated by the Committee to make such report.
3. Maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

Matters Related to Compensation Consulting Firms or Other Outside Advisors:

1. Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers; provided that:
 - a. The Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee and the Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other adviser; and
 - b. Before any compensation consultant, legal counsel or other adviser (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) 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 available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) is selected by, or provides advice to, the Committee, the Committee shall take into consideration the following factors:

- i. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - ii. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - iii. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - iv. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - v. Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - vi. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.
2. Prohibit the Company from engaging a compensation consultant engaged by the Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Committee.

Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members. In conducting the review, the Committee shall evaluate the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board such changes to this Charter that the Committee deems necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

ADOPTED: June 20, 2013