

HARTE-HANKS, INC.

COMPENSATION COMMITTEE CHARTER

(effective November 13, 2014)

The Board of Directors (the “**Board**”) of Harte-Hanks, Inc., a Delaware corporation (the “**Company**”), has established the Compensation Committee (the “**Committee**”) and adopted this Compensation Committee Charter (as amended from time to time, the “**Charter**”).

I. PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities for compensation of executive officers and administration of the Company’s equity incentive plans, with the goals of (i) supporting the Company’s business objectives, (ii) attracting, motivating and retaining high quality leadership, and (iii) linking compensation with business objectives and performance.

II. COMPOSITION

The Committee shall be comprised of the number of directors determined by the Board and consistent with the Company’s By-laws, all of whom must qualify as independent directors under the listing standards of the New York Stock Exchange (the “**NYSE**”), Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and the Securities and Exchange Commission (the “**Commission**”). Each of the members of the Committee must also qualify as (i) a “non-employee director” (as such term is defined in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)) with regard to any compensation or benefit plan administered by the Committee that is subject to Rule 16b-3 promulgated under the Exchange Act and (ii) an “outside director” (as such term is defined under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “**IRC**”)).

The members of the Committee shall be appointed by majority vote of the full Board at a duly convened meeting of the Board. The Committee may recommend, and the Board will designate, one member of the Committee to serve as the Chairman of the Committee (the “**Chairman**”). If a Chairman is not designated or is not present at any meeting, the members of the Committee may designate a chairman for such meeting by majority vote of the Committee. Each member of the Committee will serve until his or her respective resignation, retirement or removal, or the due appointment and qualification of his or her successor. A member of the Committee may be removed only by majority vote of the independent directors then in office, provided that the failure of the full Board to re-appoint a member during any reconstitution of the Committee at the first duly convened meeting of the Board following the annual meeting of stockholders will not constitute “removal” for this purpose. No reduction in the number of members constituting the full Committee shall have the effect of shortening the term of any incumbent member.

III. MEETINGS

The Committee's rules of procedure shall be consistent with the By-laws of the Company and this Charter including By-law provisions governing notice of meetings and waiver thereof. The Committee shall meet at least once annually, or more frequently as may be necessary to carry out its responsibilities. Special meetings of the Committee may be called by either (i) the Chairman or (ii) a majority of the Committee members. A majority of the members of the Committee shall constitute a quorum.

The Committee may invite to its meetings (or portions thereof) such members of management and other employees of the Company and any such other persons as it deems appropriate. However, the Committee shall meet regularly without Company management present.

The Committee may appoint subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. Notwithstanding the foregoing, (a) no subcommittee shall consist of fewer than two members, and (b) 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.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken or recommended by the Committee at the meeting. The Committee shall keep written minutes of its meetings and such minutes shall be maintained with the books and records of the Company.

IV. RESPONSIBILITIES AND DUTIES

The Committee shall have the power to perform the following (it being understood that the Committee may condition its approval of any compensation on Board ratification to the extent so required to comply with applicable law including, without limitation, Section 162(m) of the IRC):

- A. Review and approve corporate goals and objectives relevant to Chief Executive Officer ("**CEO**") compensation, evaluate the Chief Executive Officer's (the CEO's) performance in light of those goals and objectives, and together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation.
- B. Make recommendations to the Board with respect to non-CEO officer compensation, and incentive-compensation and equity-based plans that are subject to board approval.
- C. Assist the Board by (i) evaluating potential candidates for officer positions, (ii) recommending terms for the hiring, promotion and severance of officers, and (iii) overseeing the development of officer succession plans.
- D. Participate with management in reviewing the annual goals and objectives with respect to compensation for the Company's officers and, to the extent the Committee deems

necessary or appropriate, other key employees of the Company or its subsidiaries (collectively, the “**Principal Executives**”).

- E. Periodically (but no less frequently than annually) evaluate the performance of the Principal Executives in light of (i) established goals and objectives with respect to compensation (or otherwise, in the Committee’s discretion) and (ii) the results of the most recent stockholder advisory vote on executive compensation (“**Say on Pay Vote**”) required by Section 14A of the Exchange Act, and then, based upon such evaluation and Say on Pay Vote (and any compensation recommendations for the Principal Executives made by the CEO) approve or (in the case of officers, and as directed by the Board) make recommendations to the Board with respect to the compensation for the Principal Executives.
- F. Periodically (but no less frequently than annually) evaluate the competitiveness of the Company’s executive compensation program in reference to its peers and broader trends, including consideration of base salaries, annual incentives, long-term incentives and equity-based compensation. To evaluate the long-term incentive component of the CEO or a Principal Executive’s compensation, the Committee shall consider (among other things) the Company’s performance and relative stockholder return, the value of similar incentive awards to similarly situated executives at comparable companies, and the awards given to such person in prior years.
- G. Recommend (for approval by the independent members of the Board) actions or policies (including adoptions or amendments) affecting or under of the Company’s incentive compensation plans and equity-based plans.
- H. Recommend, where appropriate or required, compensation plans and equity-based plans for approval by the Board, the independent members thereof, or the stockholders of the Company.
- I. Monitor awards made under the Company’s long-term incentive plans for compliance with any restrictions placed thereon by applicable laws, rules, or regulations, the plan documentation or the Board.
- J. Monitor the Company’s policies regarding structuring compensation programs to preserve tax deductibility, including (as required) establishing performance goals and certifying whether (and the degree to which) such performance goals have been attained for purposes of Section 162(m) of the IRC.
- K. On no less than an annual basis, assess the Company’s compensation policies and practices for all employees, including non-executive officers, to determine whether such policies and practices create risks that are “reasonably likely” to have a material adverse effect on the Company. Based on the foregoing assessment, review and discuss with management any disclosure that may be required in the Company’s annual report on Form 10-K or proxy statement.
- L. Review with management the Company’s Compensation Discussion and Analysis (“CD&A”) and recommend that the CD&A and related executive compensation

information be included in the Company's annual report on Form 10-K and/or proxy statement.

- M. Periodically assess the competitiveness of the Company's director compensation program in reference to the Company's peers and broader trends and, based upon this assessment, make compensation recommendations to the Board for the Company's outside directors.
- N. Annually issue a report on executive compensation in accordance with applicable rules and regulations of the Commission for inclusion in the Company's proxy statement that complies with the rules and regulations of the Commission, the NYSE and any other applicable rules and regulations.

V. PERFORMANCE EVALUATION

The Committee shall conduct a self-evaluation of its performance annually, which evaluation shall compare the performance of the Committee with the requirements of this Charter. In conducting its self-evaluation, the Committee may address all matters that it considers relevant to its performance, including the following:

- A. The adequacy, appropriateness and quality of the information and recommendations presented to the Committee by management, and by the Committee to the Board;
- B. The manner in which they were discussed or debated; and
- C. 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 shall deliver to the Board a written report setting forth the results of any self-evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies and procedures.

VI. INVESTIGATIONS AND STUDIES — OUTSIDE ADVISORS

- A. The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's authority and responsibilities, and may retain, at the Company's expense, such outside advisors as it deems necessary or appropriate.
- B. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant.
- C. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter.
- D. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors.

- E. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.
- F. In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Committee must take into consideration the specific factors identified by the Commission and NYSE that affect the independence of compensation advisers, in addition to any others that the Committee deems relevant. 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 is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.
- G. 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.

VII. MISCELLANEOUS

The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.

This Charter, and any amendments hereto, shall be displayed on the Company's website and a printed copy of such shall be made available to any stockholder of the Company who requests it.