



COMPENSATION COMMITTEE CHARTER

As adopted on December 22, 2003, and amended and restated on March 26, 2013

A. Purpose

The purpose of the Compensation Committee of the Board of Directors (the “**Board**”) of Red Hat, Inc. (the “**Company**”) is to assist the Board in the discharge of its responsibilities relating to compensation of the Company’s executive officers.

B. Structure and Membership

1. Number. The Compensation Committee shall consist of at least three members of the Board.
2. Independence. Except as otherwise permitted by the applicable rules of the New York Stock Exchange (the “**NYSE**”), each member of the Compensation Committee shall be an independent director as defined by such rules.
3. Chair. Unless the Board elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Compensation Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Compensation Committee from such committee, with or without cause.

C. Authority and Responsibilities

1. General. The Compensation Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment.
2. Compensation Matters
 - a. CEO Compensation and Performance. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (the “**CEO**”), evaluate the CEO’s performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed from time to time by the Board), determine and approve the CEO’s compensation based on this evaluation.
 - b. Executive Officer Compensation. The Compensation Committee shall review and approve, or recommend for approval by the Board, executive officer (including the CEO) compensation, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The Compensation Committee shall meet without the presence of executive officers when

approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during approval of, or deliberations with respect to, other executive officer compensation.

- c. Plan Recommendations and Approvals. The Compensation Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans that are subject to approval by the Board. In addition, in the case of any plans or amendments adopted pursuant to an exemption from the shareholder approval requirements of Section 303A.08 of the NYSE Listed Company Manual, the Compensation Committee, or a majority of the Company's independent directors, shall approve such plans or amendments.
- d. Administration of Plans. The Compensation Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter or a plan or resolution of the Board, the Compensation Committee shall not be authorized to amend any such plan. The Compensation Committee, or a majority of the Company's independent directors, shall approve all equity compensation grants that are made in reliance on an exemption from the shareholder approval requirements of Section 303A.08 of the NYSE Listed Company Manual.
- e. Director Compensation. The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to director compensation.
- f. Review and Discussion of Compensation Discussion and Analysis; Recommendation to the Board. The Compensation Committee shall review and discuss annually with the management, the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Compensation Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.
- g. Compensation Committee Report. The Compensation Committee shall prepare the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K.
- h. Evaluation of Senior Executive Officers. The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executive officers. In conjunction with the Audit Committee, in the case of the evaluation of the senior financial executive officers, the Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executive officers, to be discussed with the Board periodically.
- i. Additional Powers. The Compensation Committee shall take such other action with respect to compensation matters as may be delegated from time to time by the Board.

D. Procedures and Administration

- 1. Meetings. The Compensation Committee shall meet in person or telephonically as often as it deems necessary in order to perform its responsibilities. The Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a non-employee director, as such term is defined from time to time in Rule 16b-3 promulgated under the Securities and Exchange Act of 1934, as amended, and the rules and regulations thereunder, and an “outside director,” as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder).
3. Reports to Board. The Compensation Committee shall report regularly to the Board.
4. Charter. The Compensation Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Compensation Consultants, Legal Counsel and Other Advisors. The Compensation Committee may, in its sole discretion, retain, terminate or obtain the advice of compensation consultants, legal counsel or other advisors. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Compensation Committee. The Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Compensation Committee, of any compensation consultant, legal counsel and other advisor retained by the Compensation Committee. The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor, only after taking into consideration, as applicable, all factors relevant to that person’s independence from management, including the factors specified in NYSE Rule 303A.05(c)(iv).
6. Investigations. The Compensation Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Compensation Committee or any advisors engaged by the Compensation Committee.
7. Annual Self-Evaluation. At least annually, the Compensation Committee shall evaluate its own performance.