



**CHARTER OF THE
LEADERSHIP AND COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**
(amended as of November 7, 2017)

Committee Purpose

The Board of Directors (the “Board”) shall elect a Leadership and Compensation Committee (the “Committee”) to discharge the Board’s responsibilities relating to leadership and total compensation for Quantum Corporation (the “Company”).

The Committee’s primary mission is to:

1. Ensure the Company provides and designs appropriate leadership and compensation programs to enable the successful execution of its corporate strategy and objectives; and
2. Ensure the Company’s programs and practices are market competitive and are consistent with best practice and good corporate governance.

The Committee’s primary objectives are to:

1. Review and approve the Company’s total compensation philosophy, strategy and practices including the selection of a peer group of companies for comparative purposes;
2. Review the Company’s strategy and practices relating to the attraction, retention, development, performance and succession of its leadership team;
3. Make recommendations to the Board regarding CEO and non-employee director compensation;
4. Review and approve executive compensation for all individuals who are officers, as determined under Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended, of the Company (the “Officers”), other than for the CEO; and
5. Review and approve the guidelines to be used by the Company’s management for establishing and adjusting the compensation of all non-executive vice presidents.

Committee Membership and Term of Office

The Committee shall be comprised of at least two members of the Board, each of whom shall be “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986 (“IRC 162(m)”), as amended, “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and independent directors within the applicable rules of the New York Stock Exchange for members of a compensation committee. The members of the Committee shall be elected annually to one-year terms by majority vote of the Board at

the first meeting of the Board following the annual meeting of stockholders. No member of the Committee shall be removed from the Committee, except by majority vote of the independent directors then in office.

The Board shall designate one of the members of the Committee to serve as its Chairman. The Board may designate one or more directors as alternate members of the Committee who may replace any absent or disqualified member at any meeting of the Committee.

Committee Meetings

The Committee shall typically hold at least one regular meeting per quarter during each fiscal year, and additional meetings as it may deem necessary.

These meetings may be attended by the CEO; however, the CEO shall not be present when his/her personal performance or compensation is being discussed or determined.

In addition to the Committee members, these meetings may be attended by members of Management provided, that the members of Management shall not be present when his or her personal performance or compensation is being discussed or determined. The Committee may also act by unanimous written consent. All meeting minutes shall be reviewed and approved by the Committee.

Committee Authority, Rights and Responsibilities

The Committee shall perform the following functions:

Evaluation, Strategy & Policies

- a) Review and approve annually the Company's total compensation philosophy, strategy and practices.
- b) Review and approve, at least annually, the goals and objectives relevant to the CEO's compensation.
- c) Oversee and review the development and succession plans of the CEO's direct reports.
- d) Review and approve annually a peer group of companies for comparative purposes with respect to the compensation of the Officers as the Committee deems appropriate.
- e) Review the Company's strategy for managing its employee talent worldwide, including actions and programs which support the Company's pay-for-performance philosophy and human resources strategy.
- f) Review and discuss with the Company's management any risks arising from the Company's compensation policies and practices for all employees that are reasonably likely to have a material adverse effect on the Company.

Executive Performance and Compensation

Shareholder Matters

- g) Review and consider the results of shareholder advisory votes regarding the Company's executive compensation program and make any recommendations to the Board with respect to such votes as the Committee determines to be appropriate.
- h) Recommend to the Board whether to hold annual, biannual or triennial shareholder advisory votes regarding executive compensation, taking into account shareholder advisory votes on such matter.
- i) Review shareholder proposals related to executive compensation matters and recommend to the Board any actions or responses with respect to such proposals.

Evaluation of Performance

- j) Evaluate, at least annually, the performance of the CEO in relation to the established goals and objectives.
- k) Oversee, at least annually, the evaluation of the performance of the Officers in relation to the established goals and objectives.

Compensation

- l) Based on the evaluation of the CEO's performance in relation to the established goals and objectives, conduct an annual review of the CEO's compensation package (but without the presence of the CEO), and make recommendations to the Board regarding all elements of the CEO's compensation to ensure it is reasonable, performance-based and aligned with the Company's strategic plans and objectives. In reviewing and determining any long-term incentive components of the CEO's compensation, the Committee shall consider relevant factors, such as the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and long-term incentive awards to the CEO in past years.
- m) Review and approve the compensation packages for the Officers other than the CEO (including all "plan" compensation, as such term is defined in Item 402 of Regulation S-K promulgated by the Securities and Exchange Commission ("SEC"), to be provided to the Officers) .
- n) Review and approve the performance objectives of the Officers under the Executive Officer Annual Incentive Plan ("Incentive Plan") in accordance with the terms of the Incentive Plan to ensure consistency with the Company's strategic plans and objectives.
- o) Review and approve annually the guidelines to be used by management for establishing and adjusting all elements of the compensation packages for the non-executive vice presidents of the Company and approve any compensation actions or adjustments that fall outside of the established guidelines.

p) Administer any clawback policies or provisions as required by law and/or adopted by the Company.

Agreements and Plans

q) Review the Incentive Plan periodically for continued effectiveness and recommend any modifications to the Board.

r) Review and approve all employment contracts, consulting contracts, change of control agreements, special termination arrangements, or retirement arrangements to be paid or provided to the current and former Officers and non-executive vice presidents; provided that, with respect to any such contracts, agreements or arrangements involving the CEO, such review shall be conducted without the presence of the CEO and the Committee shall not have final approval authority but shall make recommendations to the Board for final approval.

s) Review and approve the impact of change in control and other transactions on total compensation plans; and make recommendations to the Board regarding any special total compensation actions related thereto.

t) Review and approve the general terms and provisions of any short-term or long-term incentive plans for all other Company employees.

u) Establish, review and approve the stock ownership guidelines for the CEO and Officers of the Company.

v) Administer the Company's various stock incentive plans. In the administration of such plans, the Committee may, pursuant to authority delegated by the Board, (1) grant awards to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated there under), and (2) amend such awards. The Committee shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance there under and shall review the plans' impact on shareholder value and dilution.

w) Review executive compensation plans as they pertain to the Officers to understand and consider their compliance with IRC 162(m).

Committee Review and Reports

x) Review annually the adequacy of this Committee Charter and recommend any proposed changes to the Board for approval.

y) Conduct an annual performance evaluation of the Committee.

z) Review and make recommendations to the Board regarding all Board compensation programs.

aa) Produce written reports to the Board regarding recommendations of the Committee submitted to the Board for action, and copies of the written minutes of its

meetings. The Committee may also report and/or communicate any matters to outside agencies and stockholders, as appropriate; as well as respond to shareholder concerns.

bb) Review and discuss with the Company's Management the Compensation, Discussion & Analysis ("CD&A") required by Item 402 of Regulation S-K promulgated by the SEC. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the CD&A be included in the Company's annual report or proxy statement. The Committee shall prepare the required compensation committee report for inclusion in the Company's annual report or proxy statement. The report shall state whether the Committee reviewed and discussed with the Company's management the CD&A and whether, based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the Company's annual report or proxy statement. The Committee also shall oversee the preparation by the Company's management of all disclosures required by Item 402 of Regulation S-K, including the tabular presentations and related narrative discussions.

In properly discharging its duties, the Committee:

- May, in its sole discretion, retain, obtain the advice of, or terminate a compensation consultant, independent legal counsel or other adviser as it deems necessary and appropriate.
- Shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee.
- Shall have appropriate funding, as determined by the Committee and provided by the Company, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.
- May select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management (the "Independence Assessment"), including the following:
 - (A) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - (B) 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;
 - (C) 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;
 - (D) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
 - (E) Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - (F) 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.

- Shall conduct the Independence Assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the compensation committee, other than (i) in-house legal counsel; and (ii) 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: 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 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, and about which the compensation consultant does not provide.
- May request advice from the Company's independent auditors and rely upon such advice, oral or in writing, concerning aspects of the operation or financial condition of the Company relevant to the functions of the Committee.
- May delegate authority to the Company's management or to a subcommittee of the Committee when appropriate.
- Shall perform such other duties as may be requested or delegated to the Committee by the Board from time to time.