

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
AMBER ROAD, INC.**

I. AUTHORITY

The Board of Directors (the “Board of Directors”) of Amber Road, Inc., a Delaware corporation (the “Corporation”), has established a Compensation Committee pursuant to Section 141(c) of the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, to undertake the responsibilities and perform the tasks set forth in this Charter (the “Charter”).

II. PURPOSE

The purpose of the Compensation Committee is to: (A) provide oversight of the Corporation’s compensation policies, plans and benefit programs; (B) represent and assist the Board of Directors in discharging its responsibilities with respect to oversight, evaluation and approval of the compensation of, and compensation policies, plans and programs with respect to, the Corporation’s Chief Executive Officer (“CEO”), its executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the “1934 Act”)) as well as other members of the Corporation’s Senior Management Team as designated from time to time (collectively, “Executive Officers”), and its directors; (C) administer the Corporation’s equity compensation plans for its Executive Officers, employees and directors; (D) produce any required annual report on executive compensation for inclusion in the Corporation’s proxy statement relating to its annual meeting of stockholders or, if the Corporation does not file a proxy statement, the Corporation’s annual report; and (E) review and oversee executive compensation-related disclosures required by the Securities and Exchange Commission (the “SEC”).

The Compensation Committee has the authority to undertake the specific duties, responsibilities and powers listed below and will have the authority to undertake such other duties, responsibilities and powers as the Board of Directors from time to time prescribes.

III. COMMITTEE MEMBERS

The Compensation Committee shall consist of at least three members of the Board of Directors. Members of the Compensation Committee shall be appointed by the Board of Directors upon the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board of Directors at any time in its discretion. The Board of Directors may designate one member of the Compensation Committee as its chairperson. If the Board of Directors does not designate a chairperson, a majority of the members of the Compensation Committee may elect a chairperson of the Compensation Committee.

The Compensation Committee shall consist entirely of “independent” members of the Board of Directors. “Independent” means a director who: (A) satisfies all criteria to be “independent” within Rule 10C-1(b)(1) of the 1934 Act; (B) meets the definition of “independence” (including all criteria imposed with respect to service on a compensation committee) established by the New York Stock Exchange (the “NYSE”); (C) meets the definition of “outside director” under Section 162(m) of the Internal Revenue Code, as amended; and (D) is otherwise free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Compensation Committee, all as determined by the Board of Directors.

In the event of one or more vacancies on the Compensation Committee, the number of members constituting a quorum (but in no event less than two members) may take any action permitted hereunder.

IV. DUTIES, RESPONSIBILITIES AND POWERS

The Compensation Committee shall:

Compensation and Performance Evaluation

A. Oversee the Corporation's overall compensation philosophy, compensation plans and benefits programs.

B. On at least an annual basis, review and approve corporate goals and objectives relevant to the compensation for the CEO, evaluate the CEO's performance in light of such goals and objectives, and review and approve (or if it deems appropriate, recommend to the Board of Directors) the compensation for the CEO based on this evaluation.

C. On at least an annual basis, review and approve (or if it deems appropriate, recommend to the Board of Directors) the compensation, including base salary and annual incentive opportunities and awards, of the Executive Officers based upon the recommendation of the CEO.

D. Review and approve (or if it deems appropriate, recommend to the Board of Directors) grants of equity awards for the CEO and other Executive Officers.

Employment Arrangements

E. The Committee shall, periodically and when appropriate, review and approve the following as they affect the Executive Officers: (A) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (B) any employment agreements and severance arrangements; (C) any change in control agreements and severance protections plans or policies and change in control provisions affecting any elements of compensation and benefits; and (D) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

Compensation Strategy and Benefit Plans

F. Review the Corporation's overall compensation strategy to ensure that it promotes stockholder interests, supports the Corporation's objectives and provides appropriate rewards and incentives for the Corporation's management and employees.

G. Review whether the Corporation's compensation structure encourages undue or inappropriate risk by the Corporation's management and employees.

H. Administer the Corporation's executive compensation recovery policy, if applicable, in accordance with its terms and applicable law or regulation.

I. Review and recommend to the Board of Directors regarding the adoption, amendment or modification of all incentive compensation plans and equity-based plans that require stockholder approval.

J. Approve the adoption, amendment or modification of all incentive compensation plans and equity-based plans that do not require stockholder approval.

K. Administer all plans that require “disinterested administration” under Rule 16b-3 under the 1934 Act.

L. Review and recommend to the Board of Directors compensation programs for non-employee directors.

SEC Disclosures

M. Review and approve any Compensation Discussion and Analysis or any other compensation-related disclosures required by the SEC or any other regulatory authority.

N. The Committee shall oversee the Company’s compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including considering, determining or making recommendations to the Board of Directors regarding advisory votes on executive compensation and the frequency of such votes, and the NYSE requirements that, with limited exceptions, stockholders approve equity compensation plans. The Committee shall also consider the results of such advisory votes and make adjustments to the compensation practices for Executive Officers, as it deems appropriate in response thereto.

Compensation Consultants

O. Have sole discretion to retain or get advice from a compensation consultant, legal counsel or other advisor.

P. Be directly responsible for appointing, compensating and overseeing any compensation consultant, legal counsel or other advisors used.

Q. Receive appropriate funding from the Corporation to pay reasonable compensation to the compensation consultant, legal counsel or other advisors retained by the Compensation Committee.

R. Consider the independence criteria for compensation consultants, legal counsel or other advisors as set forth in Rule 10C-1(b)(4) of the 1934 Act.

General Powers

S. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board of Directors for approval.

T. Report regularly (but not less than annually) to the Board of Directors: (A) following meetings of the Compensation Committee; (B) with respect to such other matters as are relevant to the Compensation Committee’s discharge of its responsibilities; and (C) with respect to such recommendations as the Compensation Committee may deem appropriate. The report to the Board of

Directors may take the form of an oral report by the chairperson or any other member of the Compensation Committee designated by the Compensation Committee to make such report.

U. Conduct an annual performance evaluation of the Compensation Committee.

V. Perform such other functions as assigned by law, the Corporation's Certificate of Incorporation or Bylaws, as amended, or the Board of Directors.

V. MEETINGS AND COMMITTEE PROCEDURE

The Compensation Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Compensation Committee determines, but in no event will the Compensation Committee meet less than annually. The chairperson of the Compensation Committee shall preside at each meeting. If a chairperson is not designated or present, an acting chair may be designated by a majority vote of the Compensation Committee members present. The Compensation Committee shall cause to be kept adequate minutes of its proceedings. The majority of the members of the Compensation Committee shall constitute a quorum for Compensation Committee meetings and, unless otherwise required by this Charter or the Corporation's Bylaws, action may be taken by majority vote of the members present at such meetings.

The Compensation Committee may invite to its meetings any director, officer or employee of the Corporation or such other persons as it deems appropriate in order to carry out its responsibilities. Further, the Compensation Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

As part of its review and establishment of the compensation of Executive Officers, the Compensation Committee will meet at least on an annual basis with the CEO. However, the CEO shall not be present when the CEO's performance and compensation are being discussed and determined.

Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board of Directors in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board of Directors, in accordance with applicable law, SEC rules and requirements of the NYSE.