TELANETIX, INC.

COMPENSATION COMMITTEE CHARTER
(Adopted on June 8, 2007)

PURPOSE

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of the Telanetix, Inc., a Delaware corporation (the "**Company**"), is to, among other things, discharge the Board's responsibilities relating to the compensation of the Company's executives and to produce an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with the rules and regulations of the Securities and Exchange Commission (the "**SEC**").

This Charter specifies, among other things, the authority of the Committee. This Charter shall be reviewed by the Board at least annually.

APPOINTMENT, COMPOSITION & MEETINGS

Appointment. The members of the Committee shall be appointed by the Board annually based upon nominations by the Company's Corporate Governance and Nominating Committee, and shall serve at the pleasure of the Board. The Chairman of the Committee shall be nominated by the Committee and shall be appointed by the Board.

Composition. The Committee shall be comprised of three or more directors, each of whom must be independent as defined under Rule 4200(a)(15) of The NASDAQ Market Place Rules (the "**Rules**") and such other applicable requirements as may be adopted by NASDAQ or may be required under federal securities laws or regulations from time to time. Notwithstanding the foregoing, a non-independent director may serve on the Committee in exceptional and limited circumstances in accordance with Rule 4350(c)(3)(C).

Meetings. The Committee shall meet at any time and from time to time, when and as determined in its discretion, bur not less frequently than annually. The Committee may ask members of management or others to attend any meeting and provide pertinent information as necessary. The Committee shall prepare and render to the Board reports of its meetings, actions and recommendations.

A majority of the Committee shall constitute a quorum, and the action of a majority of the members of the Committee present at any meeting at which a quorum is present, or acts unanimously adopted in writing without the holding of a meeting, shall be the acts of the Committee.

AUTHORITY

The Committee shall have unrestricted access to Company personnel and documents and will be given the resources necessary to operate under this Charter. The Committee shall have the power to conduct or authorize investigations into any matters within the scope of this Charter.

Except as restricted by law, the Company's articles of incorporation, or its bylaws, and except for such activities as the Board may specifically reserve for consideration or approval by the Board, the Committee shall have, and may exercise, all authority that is vested in the Board with respect to the following matters and such other compensation related matters that may reasonably be considered or approved by the Committee:

General

- Review annually the overall compensation and fringe benefits policies and practices of the Company with respect to its executive officers.

- Recommend to the Board all changes in compensation for directors.

- Prepare an annual report on the Company's executive compensation policies and practices as may be required under proxy rules adopted by the SEC for publication in the Company's proxy statement or other reports to shareholders.

Officers

- Determine, on an annual basis, the compensation for all executive officers of the Company, including, base salary, bonuses, stock-based awards and other benefits.

- Determine and approve salary changes for all executive officers of the Company.

- Determine, in a closed session without the presence of the chief executive officer of the Company, on an annual basis, the annual compensation, including salary, bonus, incentive and equity compensation of the chief executive officer.

- Approve all employment agreements with executive officers.

Plans

- Except as specifically provided by this Charter, review and recommend to the Board the adoption of, or amendments to, stock option, stock-based incentive, or stock purchase plans of the Company.

- Review and recommend to the Board the adoption of, or amendments to, the annual bonus or other incentive plans of the Company, including performance standards related thereto.

- Grant options and awards under the stock option, bonus and other incentive plans.

- Except as provided for in this Charter, recommend for approval by the Board the adoption of, or amendments to, any retirement, profit sharing, savings, or deferred compensation plan.