

**Data Storage Corporation
Compensation Committee Charter**

January 7, 2021

Committee's Purpose

The Compensation Committee (the "Committee") is appointed by the Board of Directors ("Board") to discharge the Board's duties and responsibilities relating to compensation of the directors and executive officers of Data Storage Corporation (the "Company") and, if requested, oversight of the management of the various retirement savings, and health and welfare plans that cover the Company's employees.

Committee Membership

The Compensation Committee must consist of not less than two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (the "Nasdaq"), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. The Board shall appoint (and may remove, with or without cause) the members of the Committee.

Committee Chairman

The Board shall designate one member of the Committee to act as the Chair of the Committee. The Committee member so designated shall (a) chair all meetings of the Committee, and (b) perform such other activities as from time to time are requested by the other directors or as circumstances indicate.

Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Nasdaq rules.

Committee's Duties and Responsibilities

1. The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if

directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting deliberations on his or her compensation.

2. The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer.
3. The Committee shall review and provide oversight of the Company's compensation philosophy and composition of the peer company community used for market comparison.
4. The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements.
5. The Committee shall conduct a periodic evaluation of its performance in fulfilling its duties and responsibilities under this Charter. Such evaluation may be included within the Board's evaluation process.
6. The Committee shall from time to time review and make recommendations to the Board regarding compensation (fees and equity) for the non-employee directors.
7. To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.
8. The Committee will prepare the annual Compensation Committee Report.
9. The Committee must report regularly to the Board regarding the activities of the Committee.
10. The Committee shall, on an annual basis, review and reassess this Charter and recommend any proposed changes to the Board for approval.

Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee also has the authority to authorize an officer of the Company to grant rights or options to officers (other than executive officers) and employees, in a manner that is in accordance with applicable law.