

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS of KENEXA CORPORATION

I. ORGANIZATION

A. *Membership*

The Compensation Committee (the “Committee”) of the Board of Directors (“Board”) of Kenexa Corporation (the “Company”) shall consist of at least two members each of whom, in the opinion of the Board of Directors, meets the independence requirements of The Nasdaq Stock Market (“Nasdaq”).

Membership on the Committee shall be determined annually by the Board upon the recommendation of the Committee. Unless a Chairman of the Committee is elected by the full Board, the members of the Committee may designate a Chairman of the Committee by majority vote of the full Committee membership. Should any member of the Committee cease to be independent, such member shall immediately resign his or her membership on the Committee. The Board of Directors may remove a member of the Committee at any time with or without cause. In the case of a vacancy on the Committee, the Board may appoint an independent director to fill the vacancy for the remainder of the term.

B. *Meetings*

The Committee shall meet at such times and from time to time as it deems to be appropriate, but not less than once annually. Members of the Committee may attend a meeting by telephone conference. The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent public accountants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Except as otherwise provided by statute or this Charter, a majority of the incumbent members of the Committee shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Committee members present and voting at any meeting at which a quorum is present shall be the act of the Committee. Minutes of each meeting of the Committee shall be reduced to writing. The Committee shall report to the Board at the first Board meeting following each such Committee meeting. The Committee may also act by unanimous written consent without a meeting.

In addition, compensation matters may be discussed in executive session with the full Board during the course of the year.

II. COMPENSATION PHILOSOPHY

The Compensation Committee's compensation policies with respect to the Company's executive officers are based on the principles that compensation should, to a significant extent, be reflective of the financial performance of the Company, and that a significant portion of executive officers' compensation should provide long-term incentives. The Committee seeks to have executive compensation set at levels that are sufficiently competitive so that the Company may attract, retain and motivate high quality executives to contribute to the Company's success. In assessing overall compensation for executive officers, the Committee considers the Company's performance and industry position and reviews compensation levels at comparable publicly-held companies.

III. RESPONSIBILITIES

The following functions are the common recurring activities of the Committee in carrying out its responsibilities. These functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

1. Review and approve compensation policies and practices for the Company's executives.
2. Coordinate the Board's role in establishing performance criteria for executive officers and evaluate their performance annually.
3. Review and approve the annual salary, bonus, stock options and other benefits, direct and indirect, of the Company's executive officers, including the Chief Executive Officer.
4. Review and recommend to the Board new executive compensation programs; review annually the operation of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose (s); establish and periodically review policies for the administration of executive compensation programs; and take steps to ensure that the Company's executive compensation programs comport with the Compensation Committee's compensation philosophy stated above.
5. Establish and periodically review policies in the area of senior management perquisites.
6. Review and recommend to the Board the terms of any employment agreement executed by the Company with an executive officer of the Company.
7. Review and recommend to the Board the appropriate structure and amount of compensation for the Directors.
8. Review and approve material changes in the Company's employee benefit plans.
9. Administer the Company's equity compensation programs for employees.
10. Review and discuss with management the Company's proposed "Compensation Discussion and Analysis" ("CD&A") disclosure, and based on such review and discussion, make a recommendation to the Board as to whether the CD&A should be included in the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement.
11. Produce an annual report of the Compensation Committee entitled "Compensation Committee Report" for the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement, in compliance with applicable rules and regulations.
12. Review and reassess the adequacy of this Committee and its Charter not less than annually and recommend any proposed changes to the Board for consideration and

approval.

IV. AUTHORITY

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate outside counsel and any experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. The Committee will be provided with appropriate funding by the Company, as the Committee determines, for the payment of compensation to the Company's outside counsel and other advisors as it deems appropriate, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. Without limiting the foregoing, the Committee may establish a subcommittee of the Compensation Committee (the "Subcommittee") that is intended to qualify (a) as a committee consisting solely of two or more non-employee directors within the meaning of Rule 16b-3 ("Rule 16b-3") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and (b) as a committee consisting solely of two or more outside directors within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Subcommittee shall have two primary responsibilities: (i) to approve grants under the Company's equity incentive compensation plans that are intended to be exempt from the short-swing profit recovery rules of Section 16(b) of the Exchange Act by operation of Rule 16b-3 ("16b-3 Matters"), and (ii) to approve any compensation matters where such compensation is intended to qualify as "performance-based compensation" within the meaning of Section 162(m) of the Code by virtue of being approved by a committee of "outside directors" ("162(m) Matters"). If the Subcommittee shall have less than two members, or is not otherwise qualified as set forth in clauses (a) and (b), 16b-3 Matters and 162(m) Matters shall be referred to the full Board for its consideration.