

CHARTER for the COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
InterXion Holding N.V.

(Adopted by the Board of Directors on 23 January, 2012)

1 Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of InterXion Holding N.V. (the “**Company**”) shall be to execute certain responsibilities of the Board relating to:

- 1.1 review and approve the policies relating to the compensation and benefits of employees and consultants;
- 1.2 review and propose to the Board the Company’s stock and stock option plans and oversee the administration of such plans;
- 1.3 review and approve the issuance of stock options and other stock related awards;
- 1.4 review and propose to the Board the executive directors’ total compensation (including but not limited to salary, bonus, performance targets, stock awards, and benefits) and set and evaluate each executive directors’ performance against the targets;
- 1.5 in consultation with the CEO, approve the total compensation and performance targets of the senior management team of the company;
- 1.6 review and approve the material employee benefit plans of the company; and
- 1.7 make recommendations to the Board on non-executive directors’ compensation.

2 Constitution and Composition

- 2.1 The Committee shall consist of at least three members of the Company’s board of directors. Members of the Committee shall be appointed by the Board.
- 2.2 A majority of the members of the Committee shall be “independent” within the meaning of the applicable listing rules of the New York Stock Exchange, Section 10A of the Securities Exchange Act of 1934, as amended, and, as applicable, the Sarbanes-Oxley Act of 2002, as determined by the Board, within one year from the date of the Company’s listing.
- 2.3 Committee members shall hold their offices until their successors are appointed and qualified, or until the earlier of their death, resignation or removal, as the case may be. All vacancies in the Committee shall be filled by the Board.
- 2.4 The Board shall designate one of the members as Chairman of the Committee (“**Chairman**”).

3 Duties and Responsibilities

To fulfil its purpose and responsibilities, the Committee shall:

- 3.1** recommend to the Board and the Board shall then recommend to the shareholders for adoption the Directors' Remuneration Policy of the Company. The Directors' Remuneration Policy shall, at a minimum, include the subject matters referred to in Sections 2:383c through 2:383e of the Dutch Civil Code. The Directors' Remuneration Policy shall be presented to the works council if such council has been established for the Company, for examination in accordance with Section 2:135 subsection 2 of the Dutch Civil Code;
- 3.2** evaluate and review how the Company's compensation philosophies and policies create incentives that affect risk taking and whether such compensation properly aligns the interests of the recipient with the long-term interests of the Company and its stockholders;
- 3.3** evaluate and review the policies relating to the compensation and benefits of employees and consultants;
- 3.4** consistent with the guidelines approved by the shareholders, propose to the Board the creation and definition of an equity-based incentive plans affecting employees, advisors, and Directors. Thereafter, the Committee shall review, approve and oversee the administration of the Company's stock and stock option plans and the issuance of stock options and other stock related awards;
- 3.5** with regards to the executive directors' compensation, the Committee will (consistent with the Director's Remuneration Policy) propose to the Board and review the total compensation (including but not limited to salary, bonus, stock or stock option awards, contract duration, severance rights, and benefits) of each executive director on an annual basis. The Committee will establish annual goals and objectives and evaluate each executive director's performance in light of those goals and objectives and factor those results into the compensation. In addition, the Committee will review, propose to the Board, and oversee the execution of the policies related to the perquisites and expense accounts of the executive directors;
- 3.6** with regards to the senior management team's compensation, in consultation with the CEO, the Committee will approve the total compensation and performance targets of the senior management team of the Company;
- 3.7** review and approve the material employee benefit plans of the Company;
- 3.8** make recommendations to the Board on Directors' compensation;
- 3.9** oversee compliance with the compensation reporting requirements of the Securities Exchange Commission and Dutch authorities; and
- 3.10** carry out any other duties and responsibilities assigned to it by the Board, to the extent permitted by law and the Company's Bylaws.

The Committee members shall perform an annual evaluation of the Committee and this charter pertaining to the Committee.

4 Authority

In implementing its charter, the Committee is empowered to investigate any matter within its purview and shall be given full access to all books, records, facilities and personnel of

the Company and in its sole discretion and at the Company's expense, the Committee shall have the authority to retain and terminate the retention of independent counsel and other advisers as it determines necessary to carry out its duties. The Committee, in its discretion, may request any employee of the Company, or the Company's outside counsel or independent auditor, to attend a meeting of the Committee or to meet with any members of, or advisers to, the Committee and to provide pertinent information as necessary.

5 Committee Meetings

- 5.1** The Committee will meet as often as its Chairman deems necessary or whenever a Committee member has requested a meeting, but at least twice a year.
- 5.2** Committee meetings may be held in person at a location selected by the Chairman or by teleconference or videoconference (or by any combination thereof).
- 5.3** A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon the approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing (e-mail) by the unanimous consent of its members. These written consents will be filed with the minutes.
- 5.4** The Committee shall keep a separate book of minutes of their proceedings and actions and these minutes shall be made available to all Directors. These minutes will be filed with the full Board minutes.
- 5.5** The Committee shall periodically report on its activities to the Board and make recommendations and findings as it deems appropriate.
- 5.6** The Committee will review its operations and performance on an annual basis and make such changes as it deems necessary.

6 Compensation

- 6.1** Members of the Committee shall receive such fees, if any, for their services as Committee members as may be determined by the Board. Such fees shall be paid in such form of consideration that is determined by the Board to be in accordance with the applicable rules of the NYSE, the SEC and Dutch authorities.
- 6.2** Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee.

7 Miscellaneous

- 7.1** This Charter is not intended to change or augment the obligations of the Company or its Directors or senior management under the federal securities laws or to create new standards for determining whether the Company's Directors or senior management have fulfilled their duties, including fiduciary duties under applicable law.
- 7.2** This Charter is effective as of the date indicated above. Changes to this Charter may only be made with the approval of the full Board.