

**THIRD AMENDED AND RESTATED
CHARTER FOR THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF MICROSTRATEGY INCORPORATED**

Purpose

The purpose of the Compensation Committee is to assist the Board of Directors in the discharge of its responsibilities relating to compensation of the Company's executive officers and directors and undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may from time to time prescribe.

Structure and Membership

Except as otherwise required by applicable law or permitted by NASDAQ rules, the Compensation Committee shall consist of at least two members of the Board of Directors. Except as otherwise permitted by applicable NASDAQ rules, each member of the Compensation Committee shall be an "independent director" as defined by the applicable NASDAQ rules. The members of the Compensation Committee shall be appointed by and shall serve at the discretion of the Board of Directors. The Board of Directors may remove any member of the Compensation Committee from such committee, with or without cause.

Unless the Board of Directors elects a Chair of the Compensation Committee, the Compensation Committee may elect a Chair by majority vote.

The compensation of Compensation Committee members shall be as determined by the Board of Directors.

Authority and Responsibilities

The Compensation Committee shall discharge its responsibilities and shall assess the information provided by the Company's management in accordance with its business judgment. The Compensation Committee shall have the resources and authority necessary to discharge its responsibilities. The Compensation Committee shall have the authority to retain and terminate outside counsel, compensation consultants, and other experts or consultants as it deems necessary to assist it in discharging its responsibilities as the Compensation Committee of the Board of Directors, and the authority to approve the fees and terms of engagement for such counsel, consultants or experts and cause the Company to pay such fees without further action of the Board of Directors. In selecting such counsel, consultants and experts, the Compensation Committee shall take into consideration the factors affecting independence that are specified in applicable SEC and NASDAQ rules. The Compensation Committee shall be directly responsible for the oversight of the work of the counsel, consultants and experts that it engages. Any communications between the Compensation Committee and legal counsel in the course of obtaining legal advice shall be considered privileged communications of the Company and the Compensation Committee shall take all necessary steps to preserve the privileged nature of those communications.

Executive Officer Compensation. Except as otherwise determined by resolution of the Board of Directors, the Compensation Committee shall review and approve, or recommend for approval by the Board of Directors, the goals and objectives of the Company's executive officers and shall evaluate the performance of such executive officers in light of those goals and objectives. The Compensation Committee shall take into account those goals and objectives, the performance of the executive officers and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company in reviewing and approving, or recommending for approval by the Board of Directors, the compensation of the Company's executive officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of compensation. Except as otherwise permitted by the applicable NASDAQ rules, the Compensation Committee shall meet without the presence of the Chief Executive Officer (the "CEO") when approving or deliberating on CEO compensation.

Plan Recommendations and Approvals. The Compensation Committee may periodically review and make recommendations to the Board of Directors with respect to incentive-compensation plans and equity-based plans. In addition, in the case of any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock of the Company may be acquired by officers, directors, employees or consultants of the Company, the Compensation Committee, or a majority of the independent directors of the Board of Directors, shall approve such plans.

Administration of Plans. The Compensation Committee may exercise all rights, authority and functions of the Board of Directors under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant, amend, modify or terminate options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter, any such plan or a resolution of the Board of Directors, the Compensation Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Compensation Committee, or a majority of the independent directors of the Board of Directors, shall approve any inducement awards granted in reliance on the exemption from stockholder approval contained in NASDAQ Rule 5635(c)(4).

Director Compensation. The Compensation Committee may periodically review and make recommendations to the Board of Directors with respect to director compensation.

Compensation Committee Report on Executive Compensation. The Compensation Committee shall prepare an annual report of the Compensation Committee on executive compensation for inclusion in the Company's annual proxy statement in accordance with applicable laws, rules and regulations.

Oversight of Compensation Risk Management. The Compensation Committee shall be responsible for the oversight of risks associated with the Company's compensation policies and practices. In accordance with Item 402(s) of Regulation S-K, the Compensation Committee shall annually review whether such policies and practices are reasonably likely to have a material adverse effect on the Company.

Say-on-Pay. The Compensation Committee shall review the results of any advisory stockholder votes on executive compensation ("say-on-pay votes") and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.

Say-on-Frequency. The Compensation Committee shall recommend for approval by the Board of Directors how frequently the Company should conduct say-on-pay votes, taking into consideration the results of any prior stockholder votes regarding the subject.

Additional Powers. The Compensation Committee shall have such other powers and duties as may be delegated from time to time by the Board of Directors.

Procedures and Administration

Meetings. The Compensation Committee shall meet as often as it deems necessary and as may be required by the applicable NASDAQ rules in order to perform its responsibilities. To the extent permitted by applicable law, the Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it deems appropriate.

Delegation. When appropriate, and as permitted under applicable law and the applicable NASDAQ rules, the Compensation Committee may delegate any of its responsibilities to (i) a subcommittee comprised of one or more members of the Compensation Committee, (ii) the Board of Directors or (iii) members of management.

Reports to Board. The Compensation Committee shall report periodically to the Board of Directors.

Charter. The Compensation Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.

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The original Compensation Committee Charter was duly adopted and approved by the Board of Directors of MicroStrategy Incorporated by Action by the Sole Director on September 15, 1997. The Amended and Restated Charter was duly amended and restated by the Board of Directors by resolutions adopted on January 26, 2006. The Second Amended and Restated Charter was duly amended and restated by the Board of Directors by resolutions adopted on April 28, 2011. This Third Amended and Restated Charter was duly amended and restated by the Board of Directors by resolutions adopted on April 25, 2017.