

DIRECTOR RESIGNATION POLICY

1. In accordance with the Bylaws of Fluent, Inc. (the “Company”), a nominee for director shall be elected to the Board of Directors of the Company (the “Board”) if the votes cast for such nominee’s election exceed the votes cast against such nominee’s election; provided, however, that directors shall be elected by a plurality of the votes cast at a meeting of stockholders if the number of nominees exceeds the number of directors to be elected at such meeting as of the date that is five business days in advance of the date the Company files its definitive proxy statement (regardless of whether or not thereafter revised or supplemented) with the Securities and Exchange Commission (“SEC”).

2. The Board shall nominate for election or re-election only a candidate who agrees to tender an irrevocable resignation that will be effective upon (i) the failure to receive the required vote at any future annual meeting at which he or she faces re-election; and (ii) Board acceptance of such resignation. In addition, the Board shall fill a director vacancy or a newly created directorship only with a candidate who agrees to tender, promptly following his or her appointment to the Board, the same form of resignation tendered by other directors in accordance with this provision.

3. Promptly following the receipt of the final report from the inspector of election relating to an election of directors to the Board, other than elections in which the number of nominees exceeds the number of directors to be elected, any nominee who receives a greater number of votes “against” his or her election than votes “for” his or her election, will tender his or her resignation for consideration by the Board. Subject to paragraphs 5 and 6 below, the Corporate Governance and Nominating Committee of the Board (the “Nominating Committee”) will meet to consider the tendered resignation and make a recommendation to the Board concerning the action, if any, to be taken with respect to the resignation.

4. The Board will consider and act upon the Nominating Committee’s recommendation within ninety (90) days of certification of the vote at the annual meeting. In considering the resignation, the Nominating Committee and the Board will consider all factors they deem relevant, including, without limitation, the underlying reason for the vote result, if known, the director’s contributions to the Company during his or her tenure, and the director’s qualifications. The Board may accept the resignation, refuse the resignation, or refuse the resignation subject to such conditions designed to cure the underlying cause as the Board may impose.

5. Subject to paragraph 6 of this Director Resignation Policy, any director nominee who tenders a resignation pursuant to the foregoing policy will not participate, as a member of either the Nominating Committee or of the Board, in any deliberations concerning his or her resignation or the resignation of any other director nominee who similarly tendered his or her resignation by virtue of the vote at the same annual meeting of stockholders. If with respect to the same annual meeting of stockholders a majority of the members of the Nominating Committee are required to tender their resignation pursuant to this policy, then, provided that there are at least two directors on the Board who the Board has determined to be “independent” and who are not required to tender their resignations in connection with the same annual meeting

of stockholders (the “Non-Tendering Directors”), the Board will establish an ad hoc committee comprised of Non-Tendering Directors, and such committee will assume the role of the Nominating Committee with respect to the tendered resignations. Notwithstanding the foregoing, if there are not at least two Non-Tendering Directors on the Board in connection with an annual meeting of stockholders, then the Board will consider the tendered resignations without the prior recommendation of a Board committee.

6. Notwithstanding anything to the contrary in this Director Resignation Policy, if the only directors who are not required to tender their resignations pursuant to these guidelines in connection with the same annual meeting of stockholders constitute three or fewer directors, then all the independent directors on the Board will participate in the Board’s consideration of whether to accept or reject the tendered resignations (whether the Board’s consideration follows a prior recommendation of the Nominating Committee or a committee of Non-Tendering Directors or whether there is no Board committee involvement pursuant to paragraph 5 above), provided that a director will not participate in deliberations concerning his or her own resignation.

7. Promptly following the decision regarding the tendered resignation, the Company will file with the SEC a current report on Form 8-K disclosing the decision with respect to the resignation, describing the deliberative process and, if applicable, the specific reasons for rejecting the tendered resignation.