

FLUENT INC.

BOARD GOVERNANCE PRINCIPLES

The Board of Directors (the “Board”) is elected by the stockholders of Fluent Inc. (the “Company” or “Fluent”) to serve their interests in the conduct of the Company’s business. The Board is responsible for selecting management, in particular the Chief Executive Officer, and for ensuring that the long-term interests of stockholders are advanced by the Company’s management in the operation of the business. The Board will also abide by the measures set forth in the Fluent, Inc. Code of Business Conduct and Ethics as a guide to the high ethical and legal standards expected of its members.

The Company’s system of corporate governance emphasizes the Board’s independence and strengthens its ability to evaluate corporate and management performance. These corporate governance principles have been approved and adopted by the Board and provide the framework for the governance of the Company.

1. To be effective as a working group, the Board should consist of no less than three (3), of which no more than two (2) may also be employees or officers of the Company.
2. The Corporate Governance and Nominating Committee, composed solely of directors who qualify as independent under Nasdaq listing requirements, has the responsibility of advising the Board on all board governance matters, including recommending the composition, role, structure and procedures of the Board; recommending the appointment of the lead director for the Board, recommending the appointment, composition and responsibilities of the committees of the Board; and identifying and presenting qualified candidates for election and re-election as directors.
3. The Audit Committee consist solely of directors who qualify as independent under Nasdaq listing requirements. In addition, all members of the Audit Committee shall qualify as independent under Securities and Exchange Commission rules, and all members of the Compensation shall qualify as “outside directors” under the requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended, and as “non-employee directors” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended.
4. The Compensation Committee consist solely of directors who qualify as independent under Nasdaq listing requirements annually evaluates the performance of the CEO and executive management for purposes of determining executive compensation.
5. Each Board committee shall adopt and maintain a written charter that shall be reviewed periodically by such Committee and approved by the Board. The Board will designate the Chair of each Board committee.
6. At least annually the Board, as a whole or through its committees, will review the performance of the Company’s CEO, and management development and succession planning.
7. The schedule and length of Board meetings shall allow sufficient time for in-depth discussions, analysis and strategic planning.

8. At least annually, the Board shall elect a lead director by and from the independent Board members to serve for a minimum of one year with responsibilities to include:
 - Presiding at meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;
 - Serving as a liaison between the Chairman and the independent directors;
 - Approving meeting agendas for the Board;
 - Assuring that there is sufficient time for discussion of all meeting agenda items;
 - Organizing and leading the Board's evaluation of the CEO;
 - Being responsible for leading the Board's annual self-assessment;
 - Having the authority to call meetings of the independent directors; and
 - If requested by major stockholders, ensuring that he/she is available for consultation and direct communication.
9. Independent directors meet privately on a regular basis. The lead director presides at such meetings.
10. The Board meeting is designed to encourage interaction between directors and the Company's management.
11. The Board and its committees have ready access to management and the authority to retain independent advisors and counsel as the Board or such committee deem advisable. The Compensation Committee has the sole authority to hire and terminate compensation advisors for senior management compensation review. The Audit Committee has the sole authority to hire and terminate the outside auditors. The Corporate Governance and Nominating Committee has the sole authority to hire and terminate search firms to identify director candidates and compensation advisors on directors' compensation.
12. In the event an incumbent director up for re-election at a stockholder meeting fails to receive the affirmative vote of a majority of the votes cast in an uncontested election, the Board shall adhere to the policy set forth in the Director Resignation Policy.
13. Board members who are newly appointed shall receive orientation and education about the Company, its business and its financial operations and about the functioning of the Board. Continuing education shall be provided for all members of the Board and shall include such topics as critical issues affecting the Company and its industry overall, and directors' roles and responsibilities (including general and legal guiding principles).
14. Directors should limit the number of for-profit boards on which they serve in order to ensure that such service does not interfere with the director's ability to fulfill his or her duties as a member of the Board. A director who is currently serving as the Company's CEO should not serve on more than two outside public company boards. No director should serve on more than five outside public company boards. Directors should notify the Chair of the Corporate

Governance and Nominating Committee prior to accepting an invitation to serve on a public company board or private company board to permit the Corporate Governance and Nominating Committee to evaluate the relationship for a potential conflict of interest and to confirm that the director continues to have time available to perform his/her duties to the Company.

15. Directors should not enter into, without the prior approval of the disinterested members of the Board, any transaction or relationship with Fluent in which they will have a financial or personal interest (either directly or indirectly, such as through a family member or other person or organization with which they are associated), or any transaction or situation which otherwise involves a conflict of interest.
16. If any actual or potential conflict of interest arises for a director, or a situation arises giving the appearance of an actual or potential conflict, the director shall promptly inform the Chairman of the Board or the Chair of the Audit Committee. The Board, after consultation with counsel, will take appropriate steps to identify the actual or apparent conflicts and ensure that all directors voting on an issue are disinterested with respect to that issue. All directors will recuse themselves from any discussion or decision so found to affect their personal, business or professional interests.
17. Directors must comply with all reporting requirements of any publications (e.g., in journals or abstracts) or presentations (including at scientific conferences, medical meetings or professional societies) including, if required, reporting his or her service to the Board and the compensation levels he or she receives in connection with this service.
18. Directors' compensation is reviewed periodically and includes cash and stock-based incentives. Board members who are also employees of the Company shall not be separately compensated for their service on the Board.
19. Directors retire from the Board on the day of the Annual Meeting of Stockholders following their 77th birthday. Members of the Board who are also employees of the Company will retire from the Board coincident with their retirement as full-time employees of the Company.
20. All directors shall offer their resignation to the Chair of the Corporate Governance and Nominating Committee upon any significant change in their principal business or professional affiliation or responsibility, including a change in their principal occupation. The Corporate Governance and Nominating Committee shall determine whether to accept the resignation based on what it believes to be in the best interests of the Company and its stockholders.
21. The Board shall evaluate, no less than annually, the Company's compliance and reporting systems.
22. The Board reviews its performance on an annual basis.
23. The Board sets the corporate governance principles and reviews them at least annually.