

FLUENT, INC.

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

I. STATEMENT OF POLICY

This Charter specifies the scope of the responsibilities of the Corporate Governance and Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Fluent, Inc., a Delaware corporation (the “*Company*”), and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

The primary responsibilities of the Committee are to (i) identify individuals qualified to become Board members; (ii) recommend to the Board director nominees for each election of directors or for the filling of vacancies; (iii) develop and recommend to the Board criteria for selecting qualified director candidates; (iv) consider committee member qualifications, appointment and removal; (v) oversee the code of ethics applicable to the Company; and (vi) provide oversight in the evaluation of the Board and each committee.

The Committee shall have the authority, without Board approval, to obtain advice or assistance from consultants, legal counsel, or other advisors as appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of at least two directors, each of whom must be determined by the Board to be “independent” under the rules of The Nasdaq Stock Market (“*NASDAQ*”), provided that one director who does not meet the independence criteria of NASDAQ may, subject to the approval of the Board, serve on the Committee pursuant to, and subject to the limitation under, the “exceptional and limited circumstances” exception as provided under the rules of NASDAQ.

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified, or until such member’s earlier resignation, removal or death. Any member of the Committee may be removed or replaced, with or without cause, by the Board at any time. The Board shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below the minimum number of members set forth above, or in the event that the Board determines that the number of members on the Committee should be increased. Unless a chairman is elected by the full Board, the members of the Committee may designate a chairman by majority vote of the full Committee membership. The chairman shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

The Committee may, from time to time, delegate duties or responsibilities to one or more subcommittees or to one member of the Committee.

III. MEETINGS

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities hereunder and at least once during each fiscal year. The Committee may meet in executive session or with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or consultant.

A majority of the members shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the members present (in person or by telephone conference call) shall represent the valid action of the Committee. The Committee may also take action by unanimous written consent without a meeting. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITY

To fulfill its responsibilities and duties hereunder, the Committee shall:

A. Nominating Functions

1. Determine criteria for selecting new directors, including desired director skills, experience and attributes, and identify and actively seek individuals qualified to become directors, as needed.

2. Evaluate and recommend to the Board nominees for each election of directors and for each vacancy (including vacancies for newly created positions) to be filled by the Board, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or recommend such nomination, unless required by contract or requested by the Board. Directors recommended by the Committee shall reflect, at a minimum, any requirements of applicable law or listing standards and be in compliance with any applicable existing contractual obligations or criteria set forth in the Company's constituent documents. In recommending candidates for election to the Board, the Committee should not mechanically apply specified criteria. Rather, the Committee shall consider such factors as it deems appropriate, including, without limitation, the following:

- a. Personal and professional integrity, ethics and values;
- b. experience in corporate management, such as serving as an officer or former officer of a publicly held company;

- c. experience in the Company's industry;
- d. experience as a board member of another publicly held company;
- e. diversity of expertise, experience and background, including gender and ethnic diversity and diversity in substantive matters pertaining to the Company's business relative to other directors of the Company;
- f. practical and mature business judgment; and
- g. composition of the Board of Directors (including its size and structure).

3. Consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement.

4. Annually or more frequently, review and make recommendations to the Board concerning qualifications, appointment and removal of committee members.

B. Corporate Governance Functions

1. Present to the Board for adoption a Code of Ethics applicable to all employees and directors, which meets the requirements of Item 406 of the SEC's Regulation S- K and oversee disclosure to the public of any change in, or waiver of, such Code of Ethics to the extent required by rules of the Securities and Exchange Commission. Review such Code of Ethics periodically and recommend to the Board such changes to such Code of Ethics as the Committee shall deem appropriate. Oversee the administration of such Code of Ethics.

2. Review and recommend to the Board changes to the Company's Amended and Restated Bylaws as needed.

3. Oversee the development of orientation materials for new directors.

4. Oversee succession planning for executive officers.

5. Perform any other activities consistent with this Charter, the Company's Amended and Restated Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

6. Annually evaluate the overall effectiveness of the organization of the Board (including the effectiveness of the committee structure) and the Board's and committees' effectiveness in the performance of their governance responsibilities and report such findings to the Board.

C. *Annual Review*

The Committee shall review on at least an annual basis the scope of responsibilities of the Committee and the Committee's performance of its duties. Any proposed changes to this Charter or the scope of responsibilities of the Committee, where indicated, shall be referred to the Board for appropriate action.