FLUENT, INC.

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

I. STATEMENT OF PURPOSE

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) assist the Board by identifying, considering and recommending, consistent with criteria included in this Charter or otherwise approved by the Board or the Committee, qualified candidates for election as directors, including the slate of directors to be nominated by the Board for election at the Company's annual meeting of shareholders, and recommend to the Board nominees for each Board committee; (ii) consider committee member qualifications, appointment and removal; (iii) oversee the Company's Code of Business Conduct and Ethics ("**Code of Ethics**"); and (iv) 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. All members of the Committee will be subject to annual reconfirmation by the Board and 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 chair is elected by the full Board, the members of the Committee may designate a chair by majority vote of the full Committee membership. The chair, who shall be an

independent director, 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 or video 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. Develop, and where appropriate, recommend to the Board criteria for selecting new directors, including desired director skills, background, 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 at an annual meeting of stockholders and for each vacancy (including vacancies for newly created positions or as a result of a director resignation due to receiving less than a majority of votes for such director's election at an annual shareholder meeting in accordance with the Director Resignation Policy) 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 Certificate of Incorporation or Amended and Restated Bylaws. In recommending candidates for election to the Board, the Committee should not mechanically apply specified criteria. Rather, the Committee shall consider such factors at it deems appropriate, including, without limitation, the following:

a. Personal and professional integrity, ethics and values;

b. business experience and personal expertise in corporate management, such as serving as an officer or former officer of a publicly held company;

c. business experience in the Company's industry;

d. expertise in areas expected to contribute to the effectiveness of the Board's oversight of the Company's businesses and/or operations;

e. experience as a board member of another publicly held company;

f. diversity of background, including gender and ethnic diversity and diversity in substantive matters pertaining to the Company's businesses relative to other directors of the Company;

g. practical and mature business judgment;

h. composition of the Board of Directors (including its size, diversity, skillset, and structure); and

i. expertise in technology, cybersecurity, data privacy, or artificial intelligence, as relevant to the Company's business and the evolving regulatory landscape.

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

4. At least annually, review and make recommendations to the Board concerning qualifications, appointment and removal of committee members.

5. On a continuing basis, evaluate possible candidates (including making a specific determination as to the independence of each candidate, and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required by NASDAQ or that are otherwise advisable for consideration) to serve on the Board either in connection with selecting the slate of nominees or in connection with filling vacancies under Section IV(A)(2) of this Charter.

B. Corporate Governance Functions

1. Provide advice and counsel to the Board on Board governance matters.

2. Review the adequacy of the Code of Ethics periodically and recommend to the Board changes to the Code of Ethics as the Committee shall deem appropriate.

3. Review conflicts of interest or other issues that may arise under the Code of Ethics involving the Company's officers or members of the Board.

4. Review and recommend to the Board and shareholders, for approval, changes to the Company's Amended and Restated Bylaws as needed.

5. Oversee the development of an orientation program for new directors and periodically review and update the program, as necessary.

6. Oversee the implementation of the Director Resignation Policy, as needed.

7. Oversee succession planning for executive officers.

8. Develop and oversee director training programs for the Board, as needed.

9. 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.

10. Establish processes for, and conduct, an annual evaluation of 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 (which may be oral), including any recommended changes to the Company's or the Board's policies or procedures.

C. Annual Review

The Committee shall review on at least an annual basis the scope of responsibilities of the Committee as provided in this Charter and the Committee's performance of such 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.

Effective October 16, 2026