

The Meet Group, Inc.
Compensation Committee Charter

Purpose

The purpose of the Compensation Committee (the “Committee”) is to aid the Board of Directors (the “Board”) of The Meet Group, Inc. (the “Company”) in meeting its responsibilities with regard to oversight and determination of executive compensation. Among other things, the Committee reviews, recommends and annually approves salaries and other compensation of the Company’s executive officers, and administers the Company’s equity incentive plans (including reviewing, recommending and approving stock option and other equity incentive grants to executive officers).

Membership and Structure

The Committee shall consist of two or more directors, each of whom shall be independent (as defined in the applicable rules of the principal national securities exchange on which the Company’s common stock is listed as well as in accordance with the provisions of Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Board shall appoint each member of the Committee and designate a Chair thereof on an annual basis. Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by written consent. When necessary, the Committee shall meet in executive session outside of the presence of any senior executive officer of the Company. The Chair of the Committee shall report on activities of the Committee to the full Board.

Term

Subject to the Board’s discretion to change the composition of the Committee at any time, the members of the Committee shall be appointed by the Board after the Annual Meeting of Shareholders and serve until the expiration of their term as director. The Board may remove any member from the Committee at any time, with or without cause.

Responsibilities

The Committee shall have the following responsibilities:

1. The Committee shall meet in executive session to determine the compensation of the Chief Executive Officer of the Company annually. In determining the amount, form, and terms of such compensation, the Committee shall consider the annual performance evaluation of the Chief Executive Officer conducted by the Board in light of Company goals and objectives relevant to Chief Executive Officer compensation, competitive market data pertaining to Chief Executive Officer compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders. The Chief Executive Officer may not be present during any voting or deliberations by the Committee on his or her compensation.

2. Determine salaries, bonuses, and other matters relating to compensation of the executive officers of the Company, subject to existing agreements. In determining the amount, form, and terms of such compensation, the Committee shall consider the officer's performance in light of Company goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders.

3. Set performance targets for determining periodic bonuses payable to executive officers.

4. Review and make recommendations with respect to shareholder proposals related to compensation matters.

5. Review and make recommendations to the Board regarding executive and employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs (except to the extent specifically delegated to a Board appointed committee with authority to administer a particular plan).

6. Approve compensation of non-employee directors and report it to the full Board.

7. Administer the Company's equity incentive plans, including the review and grant of stock options and other equity incentive grants to executive officers and other employees and consultants.

8. Review and discuss the Compensation Discussion & Analysis ("CD&A") section of the proxy statement with management, including the Chief Executive Officer and Chief Financial Officer, recommend to the Board that the CD&A be included in the Company's annual proxy statement and annual report, and produce the Compensation Committee Report required to be included in the Company's annual proxy statement or annual report on Form 10-K.

9. When appropriate, be authorized to designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.

10. Annually review and reassess the adequacy of this Charter and recommend any changes to the full Board.

11. The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

In fulfilling its responsibilities, the Committee shall have the authority, in its sole discretion, and shall be afforded resources sufficient, to select, retain and obtain the advice of independent compensation consultants or legal advisers when determined by the Committee to be necessary or appropriate to fulfill its duties and responsibilities as set forth in this Charter.

Compensation Consultants and Advisors

The Committee shall have sole authority to set the compensation and oversee the work of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from

the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors.

The compensation consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee after considering the factors specified in the applicable rules of the principal national securities exchange on which the Company's common stock is listed. The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.