

KUBIENT, INC.

CHARTER OF THE BUSINESS DEVELOPMENT AND MARKETING COMMITTEE

Membership

The Business Development and Marketing Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Kubient, Inc. (the “**Company**”) shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the rules of The Nasdaq Stock Market.

The members of the Committee shall be appointed by the Board based on recommendations from the nominating and corporate governance committee of the Board. The members of the Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Purpose

The purpose of the Committee is to assist the Board in overseeing the Company’s overall strategic direction, risks, investments and progress in the areas of marketing, branding, business development, and business retention.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

To review and discuss with Company management the Company’s recruitment and retention of marketing personnel and the Company’s marketing budget;

To act in an advisory capacity to Company management with respect to collaborations with businesses, designers and influencers and other marketing and branding programs to enhance the Company’s visibility;

To act in an advisory capacity to Company management in respect to strategies for community outreach with emphasis on corporate social responsibility through branding and marketing;

To assist the Board in its advice and counsel of Company management in its enhancement and stewardship of the Company’s brands;

To act in advisory capacity to Company management with respect to generating new business opportunities and leads, and

To perform such other duties consistent with this Charter or that the Board may assign to the Committee.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Reporting and Performance Evaluation

The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Committee may deem appropriate.

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including its compliance with this charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this charter and recommend to the Board any improvements to this charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.