

INUVO, INC.

COMPENSATION COMMITTEE CHARTER

April 27, 2022

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Inuvo, Inc. (the “Company”) is to:

- discharge the Board’s responsibilities relating to compensation of the Company’s executive officers, including a review of the relationship of executive compensation to corporate performance and relative stockholder return;
- review and discuss with management disclosures in the Compensation Discussion and Analysis section (“CD&A”), and the related executive compensation information, to be included in the Company’s annual proxy statement or other report or filing and make a recommendation to the Board as to whether such disclosures shall be included in the appropriate regulatory filing;
- produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement or annual report on Form 10-K in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”), the New York Stock Exchange, and any other applicable rules and regulations; and
- discharge the Board’s responsibilities relating to the administration of the Company’s compensation programs and plans, including incentive and equity-based plans.

II. Composition and Meetings

The Committee will be composed of no fewer than three members, each of whom must be independent in accordance with the rules of the NYSE American stock exchange. At least two members of the Committee must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). At least two members of the Committee must also qualify as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as amended.

The Committee members and the Committee Chair will be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee and will serve for such term or terms as the Board may determine or until earlier resignation or death. The Committee members may be removed by the Board with or without cause.

The Committee will meet as often as its members deem necessary to perform the Committee's responsibilities, but not less than once a year. The Committee may request any officer or employee of the Company, its outside counsel, or independent registered public accounting firm to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee. The Committee will make regular reports to the Board on its activities. The Committee will keep written minutes of its meetings and maintain the minutes.

The Committee will have the authority to form and delegate any of its responsibilities to a subcommittee or subcommittees.

The Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

III. Authority, Duties, and Responsibilities

The Committee will review and approve on an annual basis the corporate goals and objectives with respect to compensation for the CEO. The Committee will evaluate at least once a year the CEO's performance in light of these established goals and objectives and based upon these evaluations will have sole authority to determine and approve the CEO's annual compensation, including salary, bonus, incentive, and equity compensation. In determining the long-term incentive component of the CEO's compensation, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies, and the awards given to the Company's CEO in past years. In evaluating and determining the CEO's compensation, the Committee may consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.

The Committee will also review and approve on an annual basis the evaluation process and compensation structure for all of the Company's non-CEO executive officers. The Committee will evaluate the performance of such executive officers and will approve the annual compensation, including salary, bonus, incentive, and equity compensation, for such executive officers. In evaluating and determining executive compensation, the Committee may consider the results of the most recent Say on Pay Vote.

The Committee will review and approve any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers.

The Committee will review and approve, and when appropriate, recommend to the Board for approval, the Company's incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend, and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant,

subject to the provisions of each plan. In reviewing and approving incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.

The Compensation Committee will review and recommend to the Board the compensation for Board members.

The Compensation Committee will meet to review and discuss with management the CD&A required by the rules and regulations of the SEC. The Committee will recommend to the Board whether the CD&A should be included in the Company's proxy statement or other applicable SEC filings.

The Compensation Committee will produce an annual report on executive compensation for inclusion in the proxy statement or annual report on Form 10-K as the Compensation Committee Report. The Compensation Committee Report will state whether the Committee reviewed and discussed with management the CD&A, and whether, based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the Company's proxy statement or other applicable SEC filing.

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain, obtain the advice of, and terminate any compensation consultant to assist in the evaluation of executive officer compensation. The Committee will also have the authority to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any such consultants or advisors employed by the Committee. However, the Committee will not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor, and the authority granted in this charter will not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this charter.

The Committee will evaluate whether any compensation for a 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. Any compensation consultant retained by the Committee to assist with its responsibilities relating to executive compensation will not be retained by the Company for any compensation or other human resource matters.

The Committee will review this charter annually for adequacy and recommend to the Board any necessary changes.

The Committee will consider such other matters as may be delegated to it by the Board from time to time and make recommendations to the Board.

IV. Performance Review

The Committee will conduct an annual performance evaluation of itself and will present the results of the evaluation to the Board. The Committee will conduct this evaluation in such manner as it deems appropriate.