

SUMMER INFANT, INC. (the “Company”)

MARKETING COMMITTEE CHARTER

I. PURPOSE

The Marketing Committee (the “Committee”) of the Company’s Board of Directors (the “Board”) assists the Board in overseeing the Company’s overall strategic direction, risks, investments and progress in the areas of marketing, branding and e-commerce.

II. MEMBERSHIP

The Committee shall consist of at least three members of the Board as determined from time to time by the Board. The Board shall elect the members of this Committee and may make changes from time to time. Unless a chairperson is elected by the Board, the members of the Committee shall designate a chairperson by majority vote of the full Committee membership. A Committee member may resign by delivering his or her written resignation to the Chairman of the Board, or may be removed from the Committee by the Board at any time, with or without cause.

III. MEETINGS AND COMMITTEE ACTION

The Committee shall meet as frequently as it deems necessary to fulfill its responsibilities. Meetings of the Committee shall be called by the Chairperson upon such notice as is provided for in the bylaws of the Company with respect to meetings of the Board. A majority of the members shall constitute a quorum. Actions of the Committee may be taken in person at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Committee. The Committee may, in its discretion, invite to its meetings any other director, members of management and such other persons as it deems appropriate, provided that (i) the Chairperson may ask non-Committee members to leave the meeting at any time and (ii) any non-Committee members may not vote on any actions considered by the Committee, and may not participate in any discussion unless invited to do so by the Committee. The Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

The Chairperson may establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. At each meeting, the Chairperson shall appoint as secretary a person who may, but need not, be a member of the Committee. A certificate of the secretary of the Committee or minutes of a meeting of the Committee executed by the secretary setting forth the names of the members of the Committee present at the meeting or actions taken by the Committee at the meeting shall be sufficient evidence at all times as to the members of the Committee who were present, or such actions taken. In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

IV. COMMITTEE RESPONSIBILITIES

The Committee shall be responsible for overseeing and reviewing the Company's marketing, branding and e-commerce strategies, activities and initiatives to ensure alignment with the Company's strategic goals, including the following responsibilities:

- (a) review and discuss with management the Company's recruitment and retention of marketing personnel and the Company's marketing budget;
- (b) Act in an advisory capacity to management with respect to collaborations with businesses, designers and influencers and other marketing and branding programs to enhance the Company's visibility;
- (c) Act in an advisory capacity to management in respect to strategies for community outreach with emphasis on corporate social responsibility through branding and marketing;
- (d) Assist the Board in its advice and counsel of management in its enhancement and stewardship of the Company's brands; and
- (e) Perform such other duties consistent with this Charter or that the Board may assign to the Committee.

V. REPORTING AND ANNUAL 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 report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

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.