

SYNACOR, INC.

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

(as adopted by the Board of Directors on May 2, 2013)

PURPOSE:

This Charter sets forth the composition, authority and responsibilities of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Synacor, Inc. (the “Company”). The purpose of the Committee shall be to assist the Board with certain responsibilities relating to executive compensation policies and programs, including developing compensation policies, providing oversight of the implementation of the policies and benefit plans, administering the Company’s various stock plans and the issuance of stock options and other stock-related awards not granted pursuant to a plan, and making recommendations to the Board regarding its remaining responsibilities relating to executive compensation.

MEMBERSHIP:

The members of the Committee are appointed by the Board, considering the recommendation of its Corporate Governance and Nominating Committee. The members of the Committee may be removed by the Board on its own motion or on the recommendation of its Corporate Governance and Nominating Committee.

The Committee consists of at least three (3) members of the Board. Each member of the Committee will meet the following requirements:

- Subject to any phase-in allowances, each member will be an “independent director” in accordance with the applicable rules of The Nasdaq Global Market (“Nasdaq”) and the rules of the Securities and Exchange Commission (“SEC”),
- Each member shall satisfy any listing standards prescribed by the principal securities market on which the Company’s securities are traded,
- Each member will be an “outside director” in accordance with the provisions of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations adopted by the Internal Revenue Service under such section,
- Each member will be a “non-employee director” in accordance with Rule 16b-3 adopted by the SEC under Section 16 of the Securities Exchange Act of 1934, as amended, and
- Each member will satisfy any other requirements imposed by the SEC, applicable law, regulations or rules, subject to any applicable exemptions and transition provisions, as well as any requirements of Board policy as adopted from time to time.

The Board may appoint the Chairperson of the Committee (the “Chairperson”). Alternatively, the Board may direct that the members of the Committee elect the Chairperson. Each member shall serve until his or her successor is duly elected and qualified or until his or her earlier resignation.

RESPONSIBILITIES AND AUTHORITY:

The responsibilities and authority of the Committee shall include:

1. Reviewing annually and approving the Company's compensation strategy to ensure that employees of the Company are rewarded appropriately for their contributions in achieving corporate goals and objectives;
2. Reviewing annually and approving corporate goals and objectives relevant to executive compensation and evaluating performance in light of those goals;
3. Evaluating the performance of the Company's Chief Executive Officer (the “CEO”);
4. Reviewing annually and determining the CEO's salary and contingent compensation, based on evaluating his or her performance and other relevant criteria as determined by the Committee, without the presence of the CEO during deliberation or voting;
5. In consultation with the CEO, determining the salaries and contingent compensation of the other individuals who are deemed to be “officers” of the Company under Rule 16a-1(f) of the SEC (the “Executive Officers”), including establishing incentive compensation plans for such individuals, establishing targets and incentive awards under such plans and making any determinations required to be made under such plans;
6. Reviewing and approving the terms of offer letters, employment agreements, severance agreements, change-in-control agreements, indemnification agreements and other material agreements between the Company and its Executive Officers;
7. Approving all special perquisites, special cash payments and other special compensation and benefit arrangements for the Company's Executive Officers;
8. Approving any loans and other extensions of credit by the Company to an Executive Officer of the Company (if permitted in accordance with applicable law);
9. Making recommendations to the Board regarding the adoption or amendment of equity and cash incentive plans, and approving amendments to such plans (including changes in the number of shares reserved for issuance thereunder), provided that the Board shall have concurrent authority regarding the adoption or amendment of such plans;

10. Administering the Company's stock plans, granting stock option, restricted stock and other equity awards and approving modifications of such awards, provided that the Board may delegate to another committee of the Board the concurrent authority to make such awards to individuals other than Executive Officers;
11. Overseeing the administration of other material employee benefit plans of the Company, including the Company's 401(k) plan;
12. Reviewing and approving policies and procedures relating to the perquisites and expense accounts of the Company's Executive Officers;
13. Conducting a review of Executive Officer succession planning, as necessary, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to Executive Officer positions;
14. Making recommendations to the Board regarding the competitiveness of the Company's overall compensation plan;
15. Meeting with management to review and discuss the Compensation Discussion and Analysis (the "CD&A") required by the SEC rules and regulations. 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 Committee will prepare a Compensation Committee Report for inclusion in the Company's applicable filings with the SEC;
16. Overseeing the process of, making appropriate determinations regarding and reviewing the results of any compensation-related matters submitted for stockholder vote;
17. Overseeing the review processes related to, and steps taken to mitigate, material risks associated with the Company's compensation programs;
18. Reviewing and assessing the adequacy of this Charter on an annual basis and making recommendations to the Board regarding any amendments hereto;
19. Making recommendations to the Board regarding compensation for non-employee members of the Board, including the following elements: retainers, meeting and committee fees, committee chair fees and equity compensation; and
20. Carrying out any other duties and responsibilities assigned to it by the Board, to the extent permitted by law and the Company's Bylaws.

For the avoidance of doubt, any action that may or is required to be taken by the Company may, to the extent permitted by law or regulation, be taken directly by the Board in lieu of Committee action. Additionally, the Committee may solicit the Board's feedback, recommendation or approval for any action that may or is required to be taken by the Committee, and it shall do so when and as instructed by the Board.

INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS:

The Committee may conduct or authorize investigations into, or studies of, matters within the Committee's scope of responsibility, with full access to all books, records, facilities and personnel of the Company.

The Committee has the exclusive authority, in its sole discretion, to retain or obtain the advice of compensation consultants, independent legal counsel or other advisors ("Compensation Advisors"), and shall be directly responsible for the appointment, compensation and oversight of the work of Compensation Advisors retained by the Committee. The Committee also has the exclusive authority to determine its advisors' compensation and the other terms of their retention. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to Compensation Advisors retained by the Committee.

To the extent required by the applicable rules of Nasdaq and the SEC, the Committee may select, or receive advice from, a Compensation Advisor, other than in-house legal counsel, only after taking into consideration the following factors:

- the provision of other services to the Company by the Compensation Advisor's employer or firm;
- the fees received from the Company by the Compensation Advisor's employer or firm, as a percentage of such employer's or firm's total revenue;
- the policies and procedures of the Compensation Advisor's employer or firm that are designed to prevent conflicts of interest;
- any business or personal relationship of the Compensation Advisor with an Executive Officer or member of the Board;
- any stock of the Company owned by the Compensation Advisor; and
- any other factors material to a determination of Compensation Advisor independence and the existence of any conflict of interest between the Compensation Advisor and Company management.

For the avoidance of doubt, this Charter does not require a Compensation Advisor to be independent, only that the Committee consider the enumerated independence factors before selecting, or receiving advice from, a Compensation Advisor other than in-house legal counsel. The Committee may select, or receive advice from, any Compensation Advisor it prefers, including ones that are not independent, after considering the independence factors outlined above.

MEETINGS:

The Chairperson will determine how often the Committee meets. However, the Board expects that the Committee will meet at least twice per year. The Chairperson, in

consultation with the other members of the Committee, will also schedule the Committee meetings and establish the agenda for each meeting. The Chairperson will designate a secretary for each meeting, who need not be a member of the Committee. The Committee may act by written consent of each member of the Committee.

MINUTES:

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of meetings of the Board.

REPORTS:

The Chairperson will periodically report to the Board on the Committee's deliberations and actions. The minutes of Committee meetings and actions by the unanimous written consent of the Committee members will be made available to all Board members.

ANNUAL REVIEW OF COMMITTEE PERFORMANCE:

The Committee, at least annually, will review its operations and performance and make such changes as it deems appropriate.

COMPENSATION:

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board. Such fees may include retainers or per-meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with the applicable rules of Nasdaq and the SEC.

DELEGATION OF AUTHORITY:

The Committee may, to the extent permitted under applicable law, the rules of Nasdaq and the SEC, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees when appropriate.