

SYNACOR, INC.

STRATEGY COMMITTEE CHARTER

As adopted by the Board of Directors on July 28, 2016

PURPOSE:

This Charter sets forth the composition, authority and responsibilities of the Strategy Committee (the "Committee") of the Board of Directors (the "Board") of Synacor, Inc. (the "Company").

The purpose of the Committee shall be to provide input to management in their development of the Company's long-term corporate strategy.

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

MEMBERSHIP:

The members of the Committee will be nominated by, will be appointed by, and will serve at the discretion of, the Board and will consist of a number of members established by the Board from time to time. The members of the Committee will include the Company's Chief Executive Officer, if he or she is then also a member of the Board. Each other member of the Committee will be an independent director in accordance with the rules promulgated by the Securities and Exchange Commission ("SEC") and The Nasdaq Global Market ("Nasdaq").

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. Evaluating, and making recommendations to management and the Board about, responses to external developments and factors, including changes in the Company's industry, competition and technology that impact the Company's strategy;
2. Reviewing and providing input to management about potential material mergers and acquisitions (both buy-side and sell-side), combinations, joint ventures, divestitures and investments (collectively, "Transactions");

3. Reviewing periodically with management the performance of completed Transactions;
4. Evaluating whether the Company has sufficient access to capital to carry out its strategy;
5. Reviewing and assessing, on an annual basis, the Committee's charter, structure, processes and membership requirements and making recommendations to the Board regarding any amendments hereto; and
6. Performing such other duties and responsibilities as may be assigned by the Board.

FUNDING AND OUTSIDE ADVISORS:

The Company shall provide the Committee with adequate funding to allow the Committee to perform its duties under this Charter. The Committee may make recommendations to the Board about engaging outside legal, accounting or other advisors as it determines necessary to carry out its duties. The Board will approve the related fees and retention terms of such advisers.

MEETINGS AND CONSENTS:

The Committee will meet periodically as necessary to act upon any matter within the scope of its authority. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

The Committee may take action by circulating a written consent to each Committee member. The written consent will constitute a valid action of the Committee if executed by each Committee member. The written consent will be filed with the minutes of the Board meetings.

The Committee will work principally with the Company's Chief Executive Officer and Chief Financial Officer.

REPORTS:

The Committee will periodically report to the Board on its activities and on such other matters as the Committee may deem appropriate.

COMPENSATION

Members of the Committee shall 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 shall 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.