

SYNACOR, INC.

AMENDED AND RESTATED CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

As adopted by the Board of Directors on May 20, 2016

PURPOSE:

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Synacor, Inc. (the “Company”) shall be to (i) oversee the nomination of directors for service on the Board and its committees and other related matters, (ii) oversee the evaluation of the Board and (iii) review and consider developments in corporate governance practices and recommend to the Board a set of effective corporate governance policies and procedures applicable to the Company. 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 at least three (3) members of the Board. Subject to any phase-in allowances, each 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”). Each member shall serve until his or her successor is duly elected and qualified or until his or her earlier resignation. Upon completion of service as Chairman of the Board, the Board will appoint the outgoing Chairman as the Chairperson of the Committee. Such Chairperson will serve as such until his or her successor as Chairman of the Board completes his or her term as such, at which time the Board will appoint such successor Chairman of the Board as the Chairperson of the Committee.

DIRECTOR NOMINATION POLICY:

The Committee has been established to serve the interests of the Company and its stockholders to obtain highly qualified candidates with the personal integrity, knowledge, skills, expertise, diversity of experience, ability to make independent analytical inquiries, understanding of the Company’s business environment and willingness to devote adequate time and effort to serve as members of the Board.

RESPONSIBILITIES AND AUTHORITY:

The responsibilities and authority of the Committee shall include:

Board and Committee Nomination and Evaluation

1. Identifying, evaluating and making recommendations to the Board and the Company's stockholders concerning the nominees for election to the Board and for appointment to its committees and the selection of Board committee chairs, in accordance with the requirements established by the SEC and Nasdaq and with the Board's criteria for selecting new directors set forth in the Company's Corporate Governance Guidelines as in effect from time to time (the "Guidelines");
2. Considering stockholder nominees for election to the Board;
3. Conducting searches for potential Board members with the desired qualifications and expertise;
4. Evaluating the performance of the Board and of individual directors and overseeing the performance evaluation process, including conducting surveys of director observations, suggestions and preferences;
5. Evaluating and, if deemed necessary, making recommendations on the removal of Board membership of any director in accordance with the Code of Business Conduct or the Guidelines, for cause or for other appropriate reason;
6. Evaluating the current size, composition and organization of the Board and its committees, determining future requirements and making recommendations to the Board for approval;
7. Overseeing and implementing, as necessary, director continuing education programs, including compliance with any applicable director continuing education requirements; and
8. Performing such other duties as may be requested by the Board.

Corporate Governance

1. Regularly reviewing issues and developments related to corporate governance and identifying and bringing to the attention of the Board current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Company;
2. Reviewing and assessing the adequacy of the Guidelines and recommending any modifications to the Guidelines to the Board for approval;
3. Generally advising the Board on corporate governance matters;
4. Evaluating the performance of the Company's Chief Executive Officer (the "CEO") for purposes other than the determination of the CEO's salary and other compensation;

5. Reviewing and assessing the adequacy of the Company's Certificate of Incorporation and Bylaws and the charters of any other committee of the Board periodically to ensure compliance with any principles of corporate governance developed by the Committee and recommend to the Board any necessary modifications to such documents;
6. Reviewing the Committee's charter, structure, processes and membership requirements; and
7. Performing such other duties as may be requested by the Board.

INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS:

The Committee, in discharging its oversight role, 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 shall have the authority to engage outside legal, accounting or other advisors, as it determines necessary to carry out its duties. The Committee shall have sole authority to approve related fees and retention terms, and the Company shall provide the Committee with adequate funding to allow the Committee to perform its duties under this Charter.

MEETINGS:

The Committee will determine its own schedule and will meet at least one (1) time each fiscal year. 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 may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any Committee meeting to provide such pertinent information as the Committee requests.

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

REPORTS:

The Committee will provide reports to the Board regarding the Committee's nominations for election to the Board and its committees and regarding 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.