

SYNACOR, INC.

Policies and Procedures with respect to Related Person Transactions

(AS ADOPTED BY THE BOARD OF DIRECTORS ON JULY 31, 2007 AND RATIFIED BY THE BOARD OF DIRECTORS ON NOVEMBER 16, 2011)

A. Introduction.

The Charter of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Synacor, Inc. (the “Company”) provides that the Committee’s responsibilities include reviewing and approving all related person transactions in accordance with the applicable rules of The Nasdaq Global Market (“Nasdaq”) and the rules of the Securities and Exchange Commission (“SEC”) and performing such other duties as may be requested by the Board.

The Company’s Code of Business Conduct (the “Code”) is its primary guide to honest and ethical conduct by officers, directors and employees of the Company. Through that Code, the Company strives to avoid circumstances that may create a conflict, or the appearance of a conflict, between the personal interests of an employee or director and the interests of the Company.

The SEC has adopted regulations requiring the Company to publicly disclose its policies and procedures for the review, approval and ratification of Related Person Transactions (as defined below). In addition to providing enhanced review and approval of Related Person Transactions, this “Policies and Procedures with respect to Related Person Transactions” (the “Policies and Procedures”) is designed to facilitate compliance with these disclosure requirements. They supplement, but do not amend or modify, the Code.

B. Policies

Pursuant to the procedures set forth below, Related Person Transactions shall be consummated or shall continue only if:

- the transaction is approved or ratified by the Committee;
- the transaction is approved or ratified by the disinterested members of the Board;
or
- the transaction (i) involves the service of an executive officer or director of the Company or any related compensation, (ii) is approved by the Compensation Committee of the Board (the “Compensation Committee”) and (iii) is reportable by the Company pursuant to Item 402 of Regulation S-K.

It is the Company’s general policy to approve, enter into and/or ratify Related Person Transactions only when the Company determines that the Related Person Transaction in question is in, or is not inconsistent with, the best interests of the Company and its

stockholders, including but not limited to situations where the Company may obtain products or services of a nature, quantity or quality, or on other terms, that are not readily available from alternative sources or when the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party.

C. Procedures

At each fiscal year's first regularly scheduled Committee meeting, the Company's management shall (i) review any existing Related Person Transactions and (ii) recommend for consideration by the Committee any Related Person Transactions proposed to be entered into by the Company during that fiscal year, including the proposed aggregate value of such transactions if known. All material information regarding any proposed Related Person Transaction and the Related Person (as defined below) shall be provided to the Committee for its consideration. After review, the Committee shall approve or disapprove such transactions and at each subsequent regular meeting management shall update the Committee if there has been any material change to those existing or proposed transactions.

If management recommends any additional Related Person Transactions after the first such Committee meeting, they shall be presented to the Committee for review and approval at a subsequent Committee meeting. However, if management determines that it is not practicable or desirable for the Company to wait until the next Committee meeting, the Chair of the Committee shall have the authority to review and approve or disapprove any Related Person Transaction on behalf of the Committee. In addition, although pre-approval of Related Person Transactions is generally expected, where such approval is not obtained, management may preliminarily enter into a Related Person Transaction. If a Related Person Transaction is initially approved by just the Chair of the Committee or management preliminarily enters into a Related Person Transaction, the Related Person Transaction is subject to ratification by the Committee at any subsequent meeting of the Committee; provided that if ratification shall not be forthcoming, management shall make all reasonable efforts to re-negotiate, cancel or annul such transaction.

D. Definitions

For the purposes of this policy, a "Related Person Transaction" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) (including any indebtedness or guarantee of indebtedness) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds \$120,000, and in which any Related Person had, has or will have a direct or indirect material interest.

For purposes of this Policy, a "Related Person" means:

- any person who is, or at any time since the beginning of the Company's last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;

- any person who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities;
- any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner; and
- any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or in a similar position or in which such person has a 5% or greater beneficial ownership interest.

E. Charitable Contributions

Proposed charitable contributions by the Company to a charitable or non-profit organization in excess of \$2,500, in the aggregate per year, shall be subject to prior review and approval by the Committee at the next Committee meeting. If the Chief Financial Officer determines that it is not practicable for the Company to wait until the next Committee meeting, the proposed charitable contribution may be reviewed and approved by the Chair of the Committee. Each executive officer of the Company that has proposed or supported the charitable contribution shall disclose to the Committee all significant relationships between him or herself or his or her immediate family members and the charitable or non-profit organization.

The foregoing provisions shall not apply to non-discretionary contributions made pursuant to the Company's matching contribution program, if any, for employees and directors.

F. Nepotism Policy

No immediate family member of a director or executive officer shall be hired as a regular full-time employee of the Company unless the proposed employment arrangement is approved by the Committee at the next Committee meeting. If the Chief Financial Officer determines that it is not practicable for the Company to wait until the next Committee meeting, the proposed employment arrangement may be reviewed and approved by the Chair of the Committee.

In the event a person becomes a director or executive officer of the Company and an immediate family member of such person is already a regular full-time employee of the Company, no material change in the terms of employment, including compensation, may be made without the prior approval of the Committee (except, if the immediate family member is himself or herself an executive officer of the Company, any proposed change in the terms of employment shall be reviewed and approved in the same manner as other executive officer compensatory arrangements).

G. Disclosure

All Related Person Transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

H. Other

This Policies and Procedures shall not require approval or ratification of any Related Person Transaction that has been or is approved by the Board or the Compensation Committee. The approval or ratification of a Related Person Transaction by the Board or any committee thereof shall mean the approval or ratification of such transaction by a majority of the disinterested directors who are members of the Board or Committee, as applicable.