

INUVO, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

April 27, 2022

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Inuvo, Inc. (the “Company”) is to:

- identify and evaluate individuals qualified to become Board members, consistent with criteria approved by the Board;
- recommend for the Board’s selection the director nominees for the next annual meeting of shareholders or to fill Board vacancies, and carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures;
- review and recommend overall Board composition and makeup;
- review and recommend to the Board the appointment of Board members for each Board committee;
- develop, recommend, and monitor implementation of corporate governance guidelines;
- formulate, administer, and oversee the Company’s Code of Conduct and Business Code of Ethics; and
- lead and oversee the evaluation of the Board and management.

II. Composition and Meetings

The Committee will be composed of no fewer than three members, each of whom must be independent in accordance with the rules of the NYSE American stock exchange. The Committee members and the Committee Chair will be appointed by the Board upon recommendation of the Committee, and will serve for such term or terms as the Board may determine or until earlier resignation or death. The Committee members may be removed by the Board with or without cause.

The Committee will meet as often as its members deem necessary to perform the Committee’s responsibilities, but not less than once a year. The Committee may request any officer or employee of the Company, its outside counsel, or independent auditor to attend a

meeting of the Committee or to meet with any member of, or consultants to, the Committee. The Committee will make regular reports to the Board on its activities. The Committee will keep written minutes of its meetings and maintain the minutes.

The Committee will have the authority to form and delegate any of its responsibilities to a subcommittee or subcommittees.

The Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

III. Authority, Duties, and Responsibilities

The Committee will develop criteria and processes to identify and evaluate prospective candidates for the Board. The Committee will look for candidates who, as a group, meet the Company's strategic needs; possess the highest personal values, judgment and integrity; have an understanding of the regulatory and policy environment in which the Company does business; and have substantial experience which is of particular relevance to the Company.

The Committee will recommend for the Board's selection all nominees for Board membership, whether for the slate of director's nominees to be proposed by the Board to the shareholders or any director nominees to be elected by the Board to fill interim director vacancies, consistent with the criteria approved by the Board.

The Committee will consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in this charter, the Company's By-Laws and as described in the Company's proxy statement.

In connection with its responsibilities, the Committee will have the authority, to the extent it deems necessary or appropriate, to retain and terminate any search firm to be used to identify director candidates and will have the authority to approve the search firm's fees and other retention items. The Committee will also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

The Committee will develop policies on the size and composition of the Board. The Committee will also recommend to the Board the appointment of Board members to committees of the Board.

The Committee will develop and monitor implementation of the corporate governance principles, and will review the guidelines periodically, as it deems necessary, and recommend appropriate changes. The Committee will also:

- monitor issues and developments related to corporate governance;

- formulate, administer, and oversee compliance with the Company's Code of Conduct and Business Code of Ethics; and
- develop, subject to the approval by the board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

The Committee will review this charter periodically for adequacy and recommend to the Board any necessary changes.

The Committee will perform any other tasks and discharge any other responsibilities delegated to it by the Board.

IV. Performance Review

The Committee will conduct an annual performance evaluation of this Committee in such manner as the Committee deems appropriate and present the results of the evaluation to the Board.