

COMPENSATION COMMITTEE CHARTER
of the Compensation Committee
of Sizmek Inc.

This Compensation Committee Charter was adopted by the Board of Directors (the “Board”) of Sizmek Inc. (formerly known as The New Online Company) (the “Company”) on December 20, 2013, as subsequently amended from time to time.

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board is to assist the Board in discharging the Board’s responsibilities regarding: (a) the establishment and maintenance of compensation and benefit plans, policies and programs designed to attract, motivate and retain personnel with the requisite skills and abilities to enable the Company to achieve superior operating results; (b) the compensation of the Company’s Chief Executive Officer (the “CEO”), the Company’s other executive officers, as defined by Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the “Act”), and the Company’s non-management directors; and (c) compliance with the compensation rules, regulations and guidelines promulgated by the NASDAQ Stock Market, the Securities and Exchange Commission (the “SEC”) and other law, as applicable.

The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s stockholders. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Bylaws (as in effect from time to time) and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without the requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall be comprised of two or more directors, each of whom, in the determination of the Board (a) shall satisfy the independence requirements of the NASDAQ Stock Market; (b) shall qualify as a “non-employee director” within the meaning of Rule 16b-3(b)(3) of the Act; and (c) shall qualify as an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein. If at any time and for so long as the Committee has fewer than two members, then all of the duties and responsibilities of the Committee set forth in this Charter shall be exercised by the directors of the Board that are independent (within the meaning of NASDAQ Marketplace Rule 5605(a)(2)).

III. Meetings and Procedures

The Committee should meet as often as it determines advisable to fulfill its duties and responsibilities, but in no event less than twice a year. Meetings of the Committee may be called by the Chairman of the Committee upon notice given at least twenty-four hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee. The Chairman (or in his or her absence, a member designated by the Committee members present at such meeting) shall preside at each Committee meeting. The Chairman of the Committee shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee. A majority of the Committee members, present in person or by phone, shall constitute a quorum. A majority of the members present shall decide any questions brought before the Committee, except to the extent otherwise required by the Company's Certificate of Incorporation or Bylaws (each as in effect from time to time). Notwithstanding the foregoing, in the event the Committee consists of only two members, both members must be present, in person or by phone, to constitute a quorum, and any questions brought before the Committee must be decided by unanimous vote. The Committee shall have the authority to fix its own rules of procedure and shall hold its meetings as provided by such rules and so long as such rules are not inconsistent with any provisions of the Company's Bylaws that are applicable to the Committee. Meetings of the Committee may be held by conference call. Unless otherwise restricted by the Company's Bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, and such writing is filed with the minutes of the Committee.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee, in its sole discretion, may include in its meetings members of the Company's management and any other person whose presence the Committee believes to be necessary or appropriate. The Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee shall have the sole authority to retain, oversee and terminate, as needed, any compensation and benefits consultants, independent counsel or other outside experts, advisors or consultants as the Committee believes in its sole discretion to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Committee may select a compensation consultant, legal counsel or other adviser, other than in-house legal counsel, only after taking

into consideration all factors relevant to that person's independence from management, including the factors specified under the NASDAQ Marketplace Rules. The Company shall provide for reasonable funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons retained by the Committee.

The Committee shall keep regular minutes of any meetings where actions are taken (unless such actions are taken and reported to the Committee's satisfaction in the minutes of the Board meetings). Any such minutes kept by the Committee shall be distributed to each member of the Committee and other members of the Board. The Secretary of the Company shall maintain the original signed minutes for filing with the corporate records of the Company. The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

IV. Duties and Responsibilities

1. The Committee shall, at least annually, review the compensation philosophy of the Company.

2. The Committee shall obtain information on market trends in executive compensation and shall review the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of executive officers; (b) the motivation of executive officers to achieve the Company's business objectives; and (c) the alignment of the interests of executive officers with the long-term interests of the Company's stockholders.

3. The Committee shall, at least annually, review and approve the corporate goals and objectives relevant to CEO and other executive officer compensation, evaluate CEO and executive officer performance in light of those goals and objectives, and, either on its own or together with the other independent directors on the Board, determine and approve all compensation of the CEO and executive officers based on such evaluation. The CEO shall not be present during any Committee final deliberations or voting concerning the compensation of himself or herself.

4. The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the CEO and executive officers: (a) any employment agreements and severance arrangements; (b) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the CEO and executive officers and individuals who formerly served as CEO and executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

5. The Committee shall oversee the Company's compliance with the requirement under the NASDAQ Marketplace Rules that, with limited exceptions, shareholders approve equity compensation plans. Subject to such shareholder approval, or otherwise required by the Act, the Code or other applicable law, the Committee shall have the power to establish, amend and, where appropriate, terminate incentive compensation plans, equity-based plans, benefit plans, and other bonus arrangements for the Company; and pursuant to the terms of such plans, as may at the time be in effect, administer such plans and make appropriate interpretations and

determinations and take such actions as shall be necessary or desirable thereunder, including approval of awards granted pursuant to such plans and repurchase of securities from terminated employees.

6. The Committee shall establish, review and approve all bonuses, equity incentive awards or other compensation to the extent any such bonus, awards or other compensation is intended to be qualified performance based compensation under Section 162(m) of the Code.

7. The Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 and with all other applicable laws affecting employee compensation and benefits.

8. The Committee shall have generalized supervisory responsibility for the compensation policies applicable to all employees of the Company, including periodic reviews of the adequacy of the Company's compensation structure, performance review procedures, employee turn-over and retention, successorship plans and other human resource issues. The Committee shall receive periodic reports on the Company's compensation programs as they affect all employees.

9. The Committee shall review and discuss with the management of the Company the Compensation Discussion and Analysis ("CD&A"), and based on such discussions, determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement or Form 10-K.

10. The Committee shall produce the annual Compensation Committee Report for inclusion in the Company's proxy statement or Form 10-K in compliance with the rules and regulations promulgated by the SEC.

11. The Committee also shall have the authority to review and consider the results of the most recent advisory stockholder vote on executive compensation as required by Section 14A of the Exchange Act and, to the extent the Committee determines it appropriate to do so, consider whether to make or recommend any adjustments to the Company's executive compensation policies and practices as a result of such vote.

12. The Committee shall periodically review and make recommendations to the Board with respect to the compensation of the Board's non-management directors. In addition, the Committee shall, at the end of each year, review the non-management director compensation and benefits.

13. The Committee shall recommend to the Board the employment and appointment of future executive officers, as well as promotion and changes in position of incumbent executive officers upon review of their performance.

14. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

15. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, but only to the extent consistent with the Company's Certificate of Incorporation, Bylaws, Section 162(m) of the Code, NASDAQ Marketplace Rules, and other applicable law.