

THE MEET GROUP, INC.
INVESTOR RELATIONS COMMITTEE CHARTER

This Charter is intended as a component of the flexible framework within which the Board of Directors, assisted by its committees, directs the affairs of The Meet Group, Inc. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of The Meet Group, Inc.'s Certificate of Incorporation and Amended and Restated Bylaws, it is not intended to establish by its own force any legally binding obligations.

I. Purpose

The purpose of the Investor Relations Committee (the “Committee”) of the Board of Directors (the “Board”) of The Meet Group, Inc., a Delaware corporation (the “Company”), is to:

- A. Monitor and assist management with the strategic direction and overall status of the Company’s investor relations and public relations programs and associated activities;
- B. Conduct regular informal meetings with senior management of the Company regarding investor relations and public relations matters;
- C. Provide oversight and guidance regarding all material investor relations and public relations issues; and
- D. Perform such other functions as expressly delegated to it from time to time by the Board relating to investor relations and public relations.

The Committee shall report to the Board on its activities and any recommendations falling within this purpose on a regular basis and not less than once a year.

II. Membership and Organization

The Committee shall be comprised of no fewer than two (2) members, each of whom is a member of the Board. Subject to the foregoing, the Board shall decide the exact number of members. In consultation with the Board, the Committee shall designate one member of the Committee as its chairperson. The Committee may also form and delegate authority to subcommittees as the Committee deems necessary or appropriate. The members of the Committee will serve at the discretion of the Board.

III. Duties and Responsibilities

The operation of the Committee will be subject to the provisions of the Amended and Restated Bylaws of the Company (the “Bylaws”) and the Delaware General Corporation Law, each as in effect from time to time. The Board may, in its sole discretion, modify the terms of this Charter and the duties and responsibilities of the Committee from time to time. The duties and responsibilities of the Committee include the following:

- A. Monitor and assist management with the strategic direction and overall status of the Company’s investor relations and public relations programs and associated activities. This includes assistance with development of global investor relations and public relations

strategies, review and approval of engagement of third party investor relations and public relations professionals and review of investor presentations and press releases.

- B. Conduct regular informal meetings with senior management of the Company to discuss and strategize on the Company's investor relations and public relations.
- C. Provide oversight and guidance regarding all material investor relations and public relations issues.
- D. Encourage the development of contacts with significant investors, including funds (index, quantitative, active) and long-term investors.
- E. To prepare and issue the evaluation required under "Performance Evaluation" below.
- F. To review and re-examine this Charter on a periodic basis and make recommendations to the Board regarding any proposed changes.
- G. Any other responsibilities expressly delegated to the Committee by the Board from time to time relating to investor relations and public relations.
- H. To perform such other activities consistent with this Charter, the Bylaws and applicable law as the Committee deems necessary or appropriate.

IV. Meetings

The Committee will meet in person or telephonically at least once per year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Chief Executive Officer, President, Chief Financial Officer, General Counsel and Secretary or others serving in similar capacities may attend any meeting or meetings of the Committee, except for portions of the meetings where such presence would be inappropriate, as determined by the Committee or its chairperson. The Committee may request any officer, director or employee of the Company or the Company's outside legal counsel or consultants to attend a meeting of the Committee.

V. Minutes and Reports

Written minutes of each meeting and any written consents in lieu of a meeting will be kept and distributed to each member of the Committee, and upon request to members of the Board who are not members of the Committee and the Secretary or any Assistant Secretary of the Company. The chairperson of the Committee (or any acting chairperson in the absence of the chairperson) will report to the Board at least once per year, or whenever so requested by the Board.

VI. Performance Evaluation

The Committee shall produce and provide to the Board on an annual basis a performance evaluation of the Committee's performance of its duties under this Charter. The evaluation shall also include any recommendations to improve the Charter of the Committee. The performance evaluation shall be conducted in such a manner as the Committee deems appropriate. The

Committee shall submit to the Board such evaluations, including any recommended changes to the Committee's membership, Charter or procedures.

VII. Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of outside or special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

VIII. Indemnification

All members of the Committee shall be defended, indemnified and held harmless by the Company and its successors and assigns for their actions in connection with their service on the Committee to the maximum extent provided for under applicable law, the Company's Certificate of Incorporation and the Bylaws. Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under the Company's Certificate of Incorporation, the Bylaws and other applicable law, which shall continue to set the standard for the conduct of the members of the Committee.

IX. Disclosure Of Charter

This Charter shall be made available on the Company's website, as disclosed in the Company's annual meeting proxy statement.