

## Charter of the Compensation Committee

Adopted as of September 26, 2016

### I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Spark Networks, Inc. (the “Company”) 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 as detailed in Article V below; (b) the compensation of the Company’s Chief Executive Officer (the “CEO”), and the Company’s other executive officers, as defined by Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the “Act”); and (c) compliance with the applicable compensation rules, regulations and guidelines of the Securities and Exchange Commission (the “SEC”) and other applicable law and stock exchange rules.

The Committee shall seek to 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.

### II. Membership and Structure

The Committee shall comprise not less than three directors, each of whom, in the determination of the Board (a) shall qualify as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Act; (b) 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”); and (c) shall satisfy the independence requirements of the NYSE-MKT and applicable SEC rules and regulations as in effect from time to time.

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.

If a current member of the Committee ceases to be independent under the requirements of delineated above for reasons outside the member’s reasonable control, the affected member may remain on the Committee until the earlier of the Company’s next annual stockholders meeting or one year from the occurrence of the event that caused the failure to comply with such requirements; *provided*, that the majority of members continue to be independent, and *provided, further*, that when relying on the cure period set forth in this sentence the CEO shall provide notice to the stock exchange immediately upon learning of the event or circumstance that caused the noncompliance. Notwithstanding the foregoing, (1) if and for so long as any member is not a “non-employee director” as defined in Rule 16b-3 promulgated under the Act, all equity-based incentive compensation awarded to senior management, as disclosed by the Company from time to time pursuant to Item 401(b) and Item 401(c) of Regulation S-K, or directors shall be

approved by the remaining members of the Committee, with the member who is not a “non-employee director” abstaining, or by the Board and not the Committee, and (2) if and for so long as any member is not an “outside director” as defined in Section 162(m) of the Code, all compensation intended to qualify as “performance-based compensation” under Section 162(m) of the Code shall be approved by the remaining members of the Committee, with the member who is not an “outside director” abstaining.

### **III. Meetings and Procedures**

The Committee should meet as often as it determines advisable to fulfill its duties and responsibilities. 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). 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.

### **IV. Authority and Resources**

The Committee is granted the authority and resources necessary to discharge its responsibilities or to investigate any matter brought to its attention. The Committee shall be given full access to senior management, as well as the Company’s books, records, facilities and other personnel.

The Committee shall have the authority, in its sole discretion, to retain and/or replace, as needed, any compensation and benefits consultants, independent counsel or other outside experts, advisors or consultants (each an “Advisor”) as the Committee believes to be necessary or appropriate, but only after taking into consideration factors relevant to any Advisor’s independence from management specified in NYSE-MKT Rule 805(c)(4) and the reasonableness of the cost of such Advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee, and shall have authority to approve such Advisor’s reasonable fees and the other terms and conditions of such Advisor’s retention. The Committee may also utilize the services of the Company’s regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined consistent with this paragraph, for payment of compensation to any such persons retained by the Committee.

The Committee shall evaluate whether any Advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. Any compensation consultant retained by the Committee to assist with its responsibilities relating to executive compensation shall not be retained by the Company for any compensation or other human resource matters.

## **V. Committee Responsibilities**

The Committee shall have the following responsibilities:

1. At least annually, review the compensation philosophy of the Company and this Charter and submit any recommended changes to the Board for its consideration.
2. Periodically, meet to consider and to approve the corporate goals and objectives relating to the compensation of the CEO and to evaluate the performance of the CEO in light of those goals and, either as a Committee or together with the other independent directors (as directed by the Board), annually determine and recommend for approval the CEO's annual compensation and incentive plan participation levels and bases of participation, including long-term incentive plan compensation. In determining the amount, form, and terms of such compensation, the Committee shall consider the annual performance evaluations of the CEO conducted by the Board in light of Company goals and objectives relevant to CEO compensation, competitive market data pertaining to compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its stockholders. The CEO shall not be present during any Committee deliberation or voting with respect to his or her compensation. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.
3. Periodically, meet to consider and to approve or recommend to the Board for approval the goals and objectives, salaries, bonuses, and other matters relating to compensation of the executive officers of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the officer's performance in light of Company goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its stockholders. The Committee also shall consider the results of the most recent Say on Pay Vote. The CEO may be present at meetings during which such compensation is under review and consideration and may make recommendations to the Committee.
4. Oversee the preparation of the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes and the requirement under applicable NYSE MKT Rules that, with limited exceptions, stockholders approve equity compensation plans, and assess the results of the Company's most recent advisory vote on executive compensation.

5. Review and make recommendations with respect to stockholder proposals and stockholder engagement related to compensation matters.
6. Review and make recommendations to the Board regarding executive compensation and benefit plans and programs.
7. As requested by management of the Company, review, consult and make recommendations and/or determinations regarding employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs.
8. Administer the Company's equity incentive plans, including the review and grant of stock option and other equity incentive grants to executive officers, subject to permissible input and recommendations from the CEO.
9. Administer any other officer compensation plans and programs in addition to those described above (except as otherwise determined by the Board of Directors).
10. Review and discuss the Compensation Discussion and Analysis (CD&A) section of the proxy statement with management, recommend to the Board that the CD&A be included in the Company's annual report on Form 10-K or proxy statement, and prepare, approve and publish an annual executive compensation report of the Committee as required by SEC rules and regulations for inclusion in the Company's annual report on Form 10-K or proxy statement.
11. Monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.
12. Review and approve and, when appropriate, recommend to the Board for approval, any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans;
13. Oversee management of risks related to compensation of the Company's executive officers and the Company's overall compensation program, including the Company's equity-based compensation plans, and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
14. Annually review an assessment of any potential conflicts of interest raised by the work of compensation consultants retained by the Committee, who are involved in determining or recommending executive or director compensation (other than any consultant whose role is limited to consulting on any broad-based plan that does not discriminate in favor of the Company's executive officers or directors and that is available generally to all salaried employees, or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant).
15. Review director compensation for service on the Board and Board committees at least once a year and to recommend any changes to the Board;

16. Investigate any matters within the scope of its responsibilities;
17. Perform annually an evaluation of the performance of the Committee; and
18. Participate in succession planning for key executives.

## **VI. 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, and other applicable law and stock exchange rules and regulations.

## **VII. Disclosure**

This Charter will be made available on the Company's website.