

ROCKET FUEL INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Rocket Fuel Inc. (the “**Company**”) shall be to review and make recommendations to the Board on matters concerning corporate governance; Board composition; identification, evaluation and nomination of director candidates; Board committees; and conflicts of interest.

In furtherance of these purposes, the Committee will undertake the specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

MEMBERSHIP

The Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Committee shall consist of no fewer than three members of the Board. The Board may designate one member of the Committee as its chair. The Committee may form and delegate authority to subcommittees when appropriate. Members of the Committee shall not have any relationship with the Company or its affiliates that may interfere with the exercise of their independence and shall otherwise be deemed “Independent Directors” as defined by the listing standards of the Nasdaq Stock Market, Inc. (the “**Nasdaq Rules**”).

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall include:

Corporate Governance Generally

- Reviewing annually any corporate governance guidelines approved by the Board to ensure such guidelines remain relevant and that the Company remains in compliance, and recommending changes to such guidelines to the Board as appropriate;
- Reviewing proposed changes to the Company’s Certificate of Incorporation and Bylaws and making recommendations to the Board;
- Determining the manner in which stockholders may send communications to the Board (as a whole or individually), as well as the process by which stockholder communications will be relayed to the Board and what the Board’s response, if any, should be;
- Reviewing governance-related stockholder proposals and recommending Board responses;
- Overseeing compliance by the Board and its committees with applicable laws and regulations, including those promulgated by the Securities and Exchange Commission and the Nasdaq Rules;
- Reviewing its own charter and processes on an annual basis;

- Periodically evaluating the Board's leadership structure, including whether the Chairman and Chief Executive Officer roles should be separated and whether it would be advisable for the Board to have a lead independent director, and recommending any proposed changes in the Board's leadership structure to the Board for consideration;

Board Composition, Evaluation and Nominating Activities

- Overseeing the Board evaluation process, including conducting periodic evaluations of the performance of the Board as a whole and each Board committee and evaluating the performance of Board members eligible for re-election;
- Reviewing and making recommendations to the Board regarding the composition and size of the Board and determining the relevant criteria, including any minimum qualifications, for Board membership;
- Establishing procedures for the submission of candidates for election to the Board (including recommendations by stockholders of the Company);
- Establishing procedures for identifying and evaluating nominees for Director;
- Reviewing and recommending candidates for election to the Board at the annual meeting of stockholders in compliance with the Company's policies and procedures for consideration of Board candidates;
- Identifying, considering and recommending candidates to fill new positions or vacancies on the Board (in performing these duties, the Committee shall have the authority, at the Company's expense, to retain and terminate any search firm to be used to identify Board candidates and shall have authority to approve the search firm's fees and other retention terms);
- Reviewing the disclosure included in the Company's proxy statement regarding the Company's nomination process;
- Making recommendations for the continuing education of Board members;

Board Committees

- Annually reviewing the charter and composition of each Board committee and making recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees;
- Annually recommending to the Board persons to be members and chairs of the various Board committees;

Conflicts of Interest

- Reviewing and approving the Company's Code of Business Conduct and Ethics;
- Considering questions of possible conflicts of interest of Board members and of corporate officers; and

- Reviewing actual and potential conflicts of interest of Board members and corporate officers, other than transactions with related persons within the meaning of Item 404 of Regulation S-K that are reviewed and approved by the Audit Committee of the Board, and approving or prohibiting any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

In performing its duties, the Committee shall have the authority, at the Company's expense, to retain, hire, and obtain advice, reports or opinions from internal or external legal counsel and expert advisors.

MEETINGS

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule, which it will provide to the Board. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may also act by unanimous written consent of its members (including electronic consent).

MINUTES

The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board.

REPORTS

The Chair of the Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.

COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

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