

## CORPORATE GOVERNANCE GUIDELINES

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### Introduction

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The Board of Directors of Rocket Fuel Inc. has established these Corporate Governance guidelines to provide a framework within which our directors and management can effectively pursue Rocket Fuel's objectives for the benefit of its stockholders. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, rather than as a set of binding legal obligations. These guidelines should be interpreted in the context of all applicable laws, Rocket Fuel's charter documents and other governing legal documents and company policies.

### Board Structure and Composition

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*Size of the Board.* The authorized number of directors will be determined from time to time by resolution of the Board, in accordance with the company's bylaws. The size of the Board may vary based upon business needs and the availability of qualified candidates.

*Board Membership Criteria.* The Nominating and Governance Committee will evaluate candidates for membership on the Board, including candidates nominated or recommended by stockholders, based on the criteria established by the Board, and recommend to the Board a slate of nominees for election at the Annual Meeting of Stockholders, or nominees for election to fill interim vacancies on the Board.

*Director Independence.* A majority of directors on the Board will be independent as required by the NASDAQ Stock Market. Each independent director who experiences a change in circumstances that could affect such director's independence should deliver a notice of such change to Rocket Fuel's General Counsel. The Board also believes that it is in the best interest of Rocket Fuel and its stockholders to have non-independent directors serve on the Board, such as current members of management.

*Election of Directors.* Classes of directors are reelected each year. The Board is staggered into three classes of directors, and directors may be nominated for re-election according to their tenure as set forth in Rocket Fuel's Certificate of Incorporation. Each director elected at an annual meeting shall serve a term of three years. Directors shall be elected by a plurality of the voting power of the shares present in person or represented by proxy at a meeting and entitled to vote on the election of directors.

*Changes in Employment or Professional Affiliations.* Any director who experiences a change in his or her employment, or the position(s) he or she held when he or she joined the Board, should deliver a notice of such change in status to the Chairman of the Board and the Lead Independent Director. A director shall be deemed to have tendered his or her resignation upon the occurrence of a change in the director's principal occupation or professional status. The Nominating and Governance Committee will review of the circumstances giving rise to the director's deemed resignation, and any other facts or circumstances that the committee deems relevant, and will recommend that the Board accept or reject the deemed resignation. If the Board rejects a director's deemed resignation, then the director will continue to serve until the next annual meeting of stockholders (or until resolution of a subsequent deemed resignation). If the Board accepts a director's deemed resignation, then such resignation will become effective as of a future date determined by the Board.

*Other Commitments.* Each member of the Board is expected to ensure that other existing and future commitments, including employment responsibilities and service on the boards of other entities, do not materially interfere with the member's service as director.

## Principal Duties of the Board of Directors

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*Overseeing Management and Evaluating Strategy.* Directors are responsible for exercising their business judgment to act in what they reasonably believe to be the best interests of Rocket Fuel and its stockholders. It is the Board's duty to oversee management's performance to ensure that Rocket Fuel operates in an effective, efficient and ethical manner to produce value for Rocket Fuel's stockholders. The Board also evaluates Rocket Fuel's overall strategy and monitors Rocket Fuel's performance against its operating plan and against the performance of its peers.

The Board also has responsibility for risk oversight, with reviews of certain areas conducted by the Board's committees. The Board is responsible for oversight of strategic, financial and execution risks and exposures associated with Rocket Fuel's business strategy, policy matters, significant litigation and regulatory exposures, and other matters that the Board believes may present material risk to Rocket Fuel's financial performance, operations, infrastructure, business plans, or reputation.

Directors are expected to invest the time and effort necessary to understand Rocket Fuel's business and financial strategies and challenges. To that end, directors are expected to attend Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of board meetings for advice and consultation.

*Selecting the Chairman of the Board and Chief Executive Officer.* The Board will select the Chairman of the Board and the Chief Executive Officer in accordance with Rocket Fuel's Certificate of Incorporation and Bylaws. The Chief Executive Officer and Chairman may, but need not be, the same person.

*Selecting the Lead Independent Director.* If the Chairman of the Board is not an independent director, then the Board will appoint an independent director as the "Lead Independent Director" to facilitate communication between management, the independent directors, and the Chairman of the Board. The Lead Independent Director will actively participate in setting agendas for Board meetings and ensuring that adequate time is spent on issues deemed important by the independent members of the Board.

*Evaluating Management Performance and Compensation.* In accordance with its Charter, the Compensation Committee will evaluate annually the performance of the Chief Executive Officer in light of the Company's goals and objectives. The Committee will review and recommend the elements and amount of total compensation of the Chief Executive Officer to the Board for approval, and will review and approve the elements and amount of total compensation for other officers. It will also evaluate the compensation policies and programs for officers and employees to ensure they are appropriate for Rocket Fuel, competitive, and reflect Rocket Fuel's objectives and performance.

*Reviewing Management Succession Planning.* The Compensation Committee, in consultation with the full Board, is primarily responsible for CEO succession planning. In addition, it shall monitor management's succession plans for other key executives and review the Company's practices for ensuring the continuity of a capable management team.

*Managing of Potential Conflicts of Interest.* All members of the Board are expected to abide by Rocket Fuel's Code of Business Conduct and Ethics, and to inform the Audit Committee of the Board of all types of transactions between them (directly or indirectly) and Rocket Fuel as soon as reasonably practicable even if these transactions are in the ordinary course of business. The Audit Committee of the Board will review and approve all related person transactions for which Audit Committee approval is required by applicable law or the rules of the NASDAQ Stock Market. The Board's oversight is designed to ensure that there is no abuse of corporate assets or unlawful related person transactions.

*Ensuring the Integrity of Financial Reporting.* The Audit Committee of the Board evaluates the integrity of Rocket Fuel's accounting and financial reporting systems, including overseeing the audit of Rocket Fuel's annual

financial statements by independent auditors, and assessing Rocket Fuel's disclosure controls and procedures and systems of internal control. The Audit Committee reports to the Board on a regular basis, and the Board, upon the recommendation of the Audit Committee, may take actions that the Board deems necessary to ensure the integrity of Rocket Fuel's accounting and financial reporting systems and internal controls.

*Monitoring the Effectiveness of Board Governance Practices.* The Nominating and Governance Committee of the Board will annually review and evaluate the effectiveness of the governance practices under which the Board operates and make changes to these practices as needed.

## Board Procedures

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*Frequency of Board Meetings.* Regular meetings of the Board shall be held at such times and places as determined by the Board. The Lead Independent Director, in consultation with the Chairman of the Board, will set the time, place, and expected length of the Board meetings. There will be at least four regularly scheduled meetings of the Board each year but the Board may meet more often as needed.

*Agenda for Meetings.* The Lead Independent Director, in consultation with the Chairman of the Board, will approve the agenda and materials for each Board meeting. Each director may request items to be included on the agenda, request the presence of, or any report by, any member of management, and may raise at any Board meeting subjects which are not on the agenda. The agenda and materials are distributed in advance of meetings.

*Attendance at Meetings.* Directors are expected to prepare for, attend, and contribute meaningfully in all Board and applicable committee meetings to discharge their obligations. Consistent with their fiduciary duties, directors are expected to maintain the confidentiality of the deliberations of the Board and its committees. To facilitate participation at the Board meetings, directors may attend in person, via telephone conference or via video-conference.

*Executive Sessions of Independent Directors.* NASDAQ Stock Market rules require independent Board members to regularly meet in executive session. The independent Board members will meet in executive session at each regularly scheduled Board meeting, and at other times as necessary. Committees of the Board may also meet in executive session.

*Access to Management.* To fulfill their obligations as directors, members of the Board will have full access to Rocket Fuel's management and employees, and to the books and records, and information maintained by management and such employees. The Board also encourages management to bring employees into Board meetings when those employees can provide additional insight into the items being discussed by the Board because of their expertise or personal involvement in those matters.

*Code of Business Conduct and Ethics.* Rocket Fuel has adopted a Code of Business Conduct and Ethics to provide guidelines for ethical conduct by directors, officers and employees. This Code of Conduct is posted on Rocket Fuel's website.

*Engaging Experts.* The Board and each committee of the Board will have the authority to obtain advice, reports or opinions from internal and external counsel and other expert advisers and will have the power to hire, at the expense of Rocket Fuel, any such advisers as they may deem necessary or appropriate in the Board or such committee's sole discretion. In doing so, the Board evaluates the qualifications of those experts that it relies upon for information and advice and also considers the processes or methodologies used by such advisors to reach their recommendations to the Board.

## Board Committees

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*Number and Composition of Committees.* The Board has the following standing committees: an Audit Committee, a Compensation Committee, and a Nominating and Governance Committee. The Board may choose to form a

new committee or disband a current committee as dictated by the needs of the Board. Each committee complies with the independence and other requirements established by applicable law and regulations, including Security and Exchange Commission and NASDAQ Stock Market rules.

*Committee Appointments.* Members of all standing committees are appointed by the Board. The Board determines the exact number of members and can at any time add, remove or replace a committee member. The Board may also designate a chairperson of each committee. In the absence of such designation, each committee may designate a chairperson according to the provisions of each committee's charter.

*Committee Proceedings.* The Chair of each committee of the Board will, in consultation with committee members and members of management, and in accordance with the committee's charter, determine the frequency and length of committee meetings and develop the committee's agenda.

### Director Continuing Education

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The Board believes that ongoing education is important for maintaining a current and effective Board. Accordingly, the Board encourages directors to participate in ongoing education, such as seminars, as well as participation in accredited director education programs. The Board will reimburse directors for expenses incurred in connection with these education programs.

### Board Performance

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The Board develops and maintains a process whereby the Board, its committees and its members are subject to annual evaluation and self-assessment. The Nominating and Governance Committee oversees this process.

### Board Compensation

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The Compensation Committee of the Board has the responsibility to review and recommend to the Board compensation programs for non-employee directors.

### Communications with Stockholders

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*Stockholder Communications to the Board.* Stockholders may contact the Board about bona fide issues or questions about Rocket Fuel by sending a letter or an email to:

Rocket Fuel Inc.  
Attn: General Counsel  
350 Marine Parkway, Suite 100  
Marina Park Center  
Redwood Shores, CA 94065  
[Email: generalcounsel@rocketfuelinc.com](mailto:generalcounsel@rocketfuelinc.com)

Each communication should specify the person to whom the communication is directed and the subject addressed. Rocket Fuel will receive and review communications pursuant to the Company's Stockholder Communications Policy before forwarding them to the intended addressee. Rocket Fuel generally will not forward to directors a communication that it determines to be primarily commercial in nature, a job inquiry, concerning an improper or irrelevant topic, or that requests general information about the Company.

*Annual Meeting of Stockholders.* Each director is encouraged to attend the Annual Meeting of Stockholders.

### Periodic Review of the Corporate Governance Guidelines

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These guidelines shall be reviewed periodically by the Nominating and Governance Committee and the Board will make changes when appropriate based on recommendations from the committee.

