

ROCKET FUEL INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

(As amended through March 9, 2016)

PURPOSE:

This Charter sets forth the composition, authority, duties and responsibilities of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Rocket Fuel Inc. (the “**Company**”). The purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to the compensation and benefits provided to members of the Company’s management team, including its Officers and other employees and service providers, the development of capable leadership, and the appointment, compensation and oversight of compensation advisors. As used in this Charter, the term “**Officer**” shall mean all officers designated from time to time by the Board as meeting the definition of officer set forth in Section 16a-1(f) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and such other members of the Company’s management team that the Committee designates at least annually, or upon hiring of any such officer.

The Committee will undertake those specific duties and responsibilities listed below and such other duties and responsibilities as the Board may from time to time prescribe. The Committee may also perform any other activities, consistent with this Charter, the Company’s charter documents and applicable laws, regulations and listing standards as the Committee or the Board deems appropriate.

MEMBERSHIP:

The Committee will be comprised of at least two (2) members of the Board, each of whom is a non-employee director. Each member of the Committee shall be appointed by the Board to serve until his or her successor is duly appointed or until such member’s earlier retirement, resignation or removal. The Board may remove any member of the Committee at any time with or without cause.

Each member of the Committee shall be independent in accordance with Rule 10C-1(b)(1) under the Exchange Act and the rules of Nasdaq Stock Market, Inc. (the “**Nasdaq Rules**”). In addition, each member of the Committee must qualify as a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act. At least two members must qualify as an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, as amended.

In selecting members of the Committee, the Board will determine that each member has the appropriate qualifications, independence and interest to carry out his or her duties and responsibilities under this Charter. Prior service experience, attributes or skills on the Committee or a compensation committee of another company, or service with another company involving executive compensation matters will also be considered.

The Board may designate a chairperson of the Committee. In the absence of such designation, the Committee may designate a chairperson by a majority vote of the Committee members.

Remuneration given to a non-employee director for service on the Committee will not disqualify him or her from serving on the Committee.

AUTHORITY:

In discharging its duties and responsibilities, the Committee may conduct or authorize investigations into, or studies of, any matters of interest or concern that the Committee or Board deem appropriate. In connection with this responsibility, the Committee will have unrestricted access to the Company's facilities, personnel, books and records.

The Committee has the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, legal counsel or other advisor retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its compensation consultants, legal counsel or other advisors and to otherwise perform its duties and responsibilities under this Charter.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Committee (other than in-house legal counsel) only after taking into consideration the factors specified in Nasdaq Rule 5605(d)(3)(D) (or any successor to such Nasdaq Rule). The Committee may retain, or receive advice from, any compensation consultant, legal counsel or other advisor that it prefers, including advisors that are not deemed independent, after considering the factors specified in Nasdaq Rule 5605(d)(3)(D) (or any successor to such Nasdaq Rule). Notwithstanding the foregoing, the Committee is not required to conduct an independence assessment for a compensation consultant, legal counsel or other advisor that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees and/or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the advisor and about which the advisor does not provide advice.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other advisor to the Committee, and the authority granted to the Committee pursuant to this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Any advisors retained by the Committee will report directly to the Committee and may be terminated in the discretion of the Committee.

DUTIES AND RESPONSIBILITIES:

The principal duties and responsibilities of the Committee include:

1. Executive Compensation and Leadership Development

- Review annually the elements (base salary, annual incentives, long-term incentive compensation, post-employment compensation, and benefits) and amount of total compensation for all Officers. Formulate and recommend any proposed changes in the compensation of the Company's Chief Executive Officer (the "CEO") for approval by the Board. Review and approve any changes in the compensation for Officers other than the CEO. The Committee may choose the Officers (other than the CEO) and any other key employees (other than the CEO) that the Committee deems appropriate for whom it will review and approve changes in compensation annually, and upon an Officer's or such other key employee's hiring by the Company.
- Conduct an annual performance review of the CEO in light of the Company's applicable goals and objectives, and develop with the CEO the goals and objectives relating to the Company's incentive compensation plans for the coming fiscal year for approval, and if necessary or advisable, for recommendation to the independent members of the Board for approval.
- Review the Company's practices for ensuring the continuity of capable Officers and other members of the Company's management team as the Committee deems advisable, including succession planning for Officers.
- Review and approve, or, if the Committee deems appropriate, recommend to the Board for approval, any compensation arrangements for newly hired Officers and employees promoted into Officer roles and such other key employees as the Committee deems appropriate, if any.
- Approve, or, if the Committee deems appropriate, recommend to the Board for approval, all employment agreements and other arrangements or special or supplemental payments and benefits, incentive compensation programs, or other special compensation and benefit arrangements for Officers and such other key employees as the Committee deems appropriate, if any.
- Approve, or, if the Committee deems appropriate, recommend to the Board for approval, all change-in-control arrangements and other post-employment compensation and benefit arrangements for Officers and such other key employees as the Committee deems appropriate, if any.
- Review annually with Company management the Company's compensation philosophy and objectives, including compensation program objectives, target pay positioning, and equity compensation.
- Determine the appropriate market reference or peer group to benchmark compensation

practices (a “**compensation benchmark group**”) for the Officers and such other key employees as the Committee deems appropriate, if any, and conduct, if deemed reasonable and necessary by the Committee, an annual competitive market analysis of executive compensation, which may include the use of survey data to establish competitive pay positioning for the CEO and other Officers and such other key employees as the Committee deems appropriate, if any.

- Review Officer and such other key employees as the Committee deems appropriate, if any, compensation levels each year compared to the compensation peer group, the Company’s compensation philosophy, and other factors deemed relevant by the Committee, and review the alignment of the compensation levels of Officers (and such other key employees as the Committee deems appropriate, if any) with the Company’s performance.
- Review the Company’s compensation programs, policies and practices to determine whether such programs, policies, or practices create risks that are reasonable likely to have a material adverse effect on the Company, and coordinate the monitoring and mitigation of any compensation-related risks with the Board’s overall risk oversight responsibilities.

2. Board of Director Compensation

- Review at least every two years and recommend to the Board for approval the elements and amount of total compensation for non-employee members of the Board, including the chairperson of the Board (if different from the CEO) and Lead Independent Director (if any), including retainers, committee fees, committee chair fees, equity compensation, and benefits. Such review shall take into account the Company’s performance, the duties and responsibilities of each Board or committee position, Board compensation at comparable companies, applicable standards for independent directors under the Nasdaq Rules, and other factors the Committee deems appropriate.

3. Long-Term Incentive Compensation Plans and Other Compensation and Benefit Arrangements

- Review, approve, amend and/or terminate, or if the Committee deems appropriate, recommend to the Board for approval, amendment or termination, and administer long-term incentive compensation plans, including equity compensation plans, for Company employees, service providers and non-employee members of the Board, including all key terms and conditions for the design and operation of such plans and the form of equity used (e.g., options, restricted stock, or other vehicles), and recommend for Board or stockholder approval, as applicable, the adoption of such plans or the amendment of existing plans.
- Review and approve, amend and/or terminate, or if the Committee deems appropriate, recommend to the Board for approval, amendment or termination, individual equity awards under any long-term incentive compensation plan for Company employees, service providers and non-employee members of the Board, and, if necessary or

desirable, formulate and recommend to the independent members of the Board for approval individual equity awards for the CEO under any long-term incentive compensation plan.

- Review and approve, amend and/or terminate, or if the Committee deems appropriate, recommend to the Board for approval, amendment or termination, equity award grant policies created by Company management for grants under the Company's long-term incentive compensation plans.
- Serve as the administrator or administrative committee under each of the Company's equity incentive plans (except to the extent such role is otherwise delegated to another specifically authorized committee or intended to be performed by the full Board).
- Review, adopt, amend and/or terminate, or, if the Committee deems appropriate, recommend to the Board for approval, amendment or termination, and oversee the administration of the Company's major retirement plans, deferred compensation programs and such other benefit programs as the Committee determines to be appropriate.
- Review, adopt, amend and/or terminate, or, if the Committee deems appropriate, recommend to the Board for approval, amendment or termination, and oversee clawback policies and/or practices if and as the Committee determines to be necessary or appropriate or as required by law.

4. Compliance and Governance Issues

- To the extent required by the Exchange Act and the rules and regulations of the Securities and Exchange Commission (the "SEC"), review the Company's Compensation Discussion and Analysis ("CD&A") and related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K or proxy statement, as applicable, and produce the compensation committee report on executive officer compensation required to be included in the Company's annual report on Form 10-K or proxy statement, as applicable.
- Determine stock ownership guidelines for the Board of Directors, the CEO and other Officers and monitor compliance with such guidelines if and as the Committee determines to be necessary or appropriate.
- 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, if any, when (i) evaluating and determining the compensation of the CEO and other Officers, (ii) reviewing, approving and making recommendations regarding long-term incentive compensation plans and (iii) determining compensation policies.

5. Annual Review

- Review this Charter at least annually and recommend any proposed changes to the Board for approval.
- Perform such other duties as may be requested of or delegated to the Committee by the Board from time to time.

MEETINGS:

The Committee will meet as often as necessary to carry out its duties and responsibilities, and hold a minimum of two scheduled meetings per year, including executive sessions. Meetings may be called by any Committee member or by Company management upon due notice to each member of the Committee at least 48 hours prior to the meeting, unless waived in writing. A majority of the total number of members of the Committee will constitute a quorum for all Committee meetings, and a quorum can act on behalf of the Committee. The Committee may meet in person or telephonically and may also take action and make recommendations by written, emailed, or electronically delivered consent in lieu of a meeting (any such action, an “**action by written consent**”).

The Committee may request that any directors, Officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide information that the Committee requests. However, the Committee shall also meet regularly in executive session without the Officers or other employees of the Company present. The CEO may not be present during voting or deliberations of the Committee regarding the compensation of the CEO.

Minutes of each meeting and action by written consent will be duly filed in the Company’s records. Reports of the meetings of the Committee will be made to the Board at its next regularly scheduled meeting, accompanied by any recommendations to the Board approved by the Committee.

Each Committee member will undertake an annual self-assessment to evaluate how well the Committee has fulfilled its purpose during the previous year. Self-assessment findings will be shared with other members of the Committee and reported to the full Board for review.

LIMITATIONS OF COMMITTEE’S ROLE:

Committee members are not deemed to have accepted a duty of care greater than the duty of other directors. Nothing contained in this Charter is intended to alter the operation of the “business judgment rule” as interpreted under Delaware law.