

**FLUENT, INC.**  
**300 Vesey Street, 9th Floor**  
**New York, New York 10282**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**To be held on June 2, 2021**

To our Stockholders:

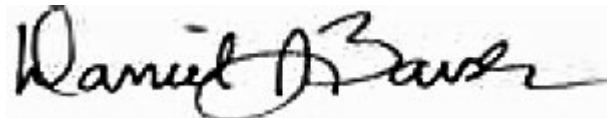
The Annual Meeting of Stockholders of Fluent, Inc. (the “Company”) will be held on Wednesday, June 2, 2021 at 11:00 a.m. Eastern Daylight Time. **The Annual Meeting will be completely virtual. You may attend the meeting, submit questions, and vote your shares electronically during the meeting via live webcast by visiting [www.virtualshareholdermeeting.com/FLNT2021](http://www.virtualshareholdermeeting.com/FLNT2021).** At the meeting you will be asked to consider and to vote on the following proposals:

- (1) To elect five directors to serve for a one-year term until the 2022 Annual Meeting of Stockholders or until a successor is duly elected and qualified;
- (2) To ratify the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2021;
- (3) To hold a non-binding advisory vote to approve our named executive officers’ compensation, referred to as "say-on-pay";
- (4) To approve, on an advisory basis, the preferred frequency of stockholder advisory votes on executive compensation, referred to as “say-on-frequency;” and
- (5) To transact such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

The Board of Directors has fixed the close of business on April 29, 2021 as the record date for the determination of stockholders entitled to notice of and to vote at the annual meeting.

The enclosed proxy statement contains information pertaining to the matters to be voted on at the annual meeting. A copy of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020 is being mailed with this proxy statement.

By order of the Board of Directors,



Daniel J Barsky,  
General Counsel and Corporate Secretary

New York, New York  
April 30, 2021

**IMPORTANT NOTICE**  
**REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE**  
**ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 2, 2021**

The accompanying proxy statement and the 2020 Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

**YOU ARE REQUESTED, REGARDLESS OF THE NUMBER OF SHARES OWNED, TO SIGN AND DATE THE ENCLOSED PROXY AND TO MAIL IT PROMPTLY, OR TO USE THE INTERNET VOTING SYSTEM SET FORTH IN THE PROXY.**



**FLUENT, INC.**  
**300 Vesey Street, 9th Floor**  
**New York, New York 10282**

**PROXY STATEMENT**

**Annual Meeting of Stockholders**  
**To be held on June 2, 2021**

**General**

We are providing these proxy materials in connection with the solicitation by the Board of Directors of Fluent, Inc. (the “Board”) of proxies to be voted at our 2021 Annual Meeting of Stockholders (the “Meeting”) and at any and all postponements or adjournments thereof. The Meeting will be held on Wednesday, June 2, 2021, at 11:00 a.m., Eastern Time. **The Meeting will be held virtually via live webcast, which you may attend by visiting [www.virtualshareholdermeeting.com/FLNT2021](http://www.virtualshareholdermeeting.com/FLNT2021).** This proxy statement and the enclosed form of proxy are first being sent to stockholders on or about April 30, 2021. In this proxy statement, Fluent, Inc. is referred to as “Fluent,” the “Company,” “we,” “our,” or “us.”

The Meeting will be conducted as a virtual meeting of stockholders by means of a live webcast. Given the ongoing public health impact of COVID-19, we believe that hosting our annual meeting virtually, as we did in 2020, would be in the best interests of our stockholders and employees and enable improved communication and greater stockholder attendance and participation from any location. There will not be a physical meeting location and you will not be able to attend in person.

If you are a registered shareholder or beneficial owner of common stock holding shares at the close of business on the record date, you may attend the Annual Meeting by visiting [www.virtualshareholdermeeting.com/FLNT2021](http://www.virtualshareholdermeeting.com/FLNT2021) and logging in by entering the 16-digit control number found on your proxy card, voter instruction form, or other materials provided to you, as applicable. If you have lost your 16-digit control number or are not a shareholder, you will be able to attend the meeting by visiting [www.virtualshareholdermeeting.com/FLNT2021](http://www.virtualshareholdermeeting.com/FLNT2021) and registering as a guest. If you enter the meeting as a guest, you will not be able to vote your shares or submit questions during the meeting.

We invite you to virtually attend the Annual Meeting and request that you vote on the proposals described in this proxy statement. However, you do not need to attend the virtual meeting to vote your shares. Instead, you may vote by proxy, via the Internet, or by mail by following the instructions provided on the proxy card, and we encourage you to vote before the Annual Meeting.

**Purpose of the Annual Meeting**

At the Meeting, our stockholders will consider and vote upon the following matters:

- (1) To elect five directors to serve for a one year term until the 2022 Annual Meeting of Stockholders or until a successor is duly elected and qualified (“Election of Directors Proposal”);
- (2) To ratify the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for year ending December 31, 2021 (“Ratification of Auditor Proposal”);
- (3) To hold a non-binding advisory vote to approve our named executive officers’ compensation (“Say-on-Pay Proposal”);
- (4) To approve, on an advisory basis, the preferred frequency of stockholder advisory votes on executive compensation (“Say-on-Frequency Proposal”); and
- (5) To transact such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

**Outstanding Securities and Voting Rights**

Only holders of record of the Company’s common stock at the close of business on April 29, 2021, the record date for the Meeting, are entitled to notice of, and to vote at, the Meeting. As of April 29, 2021, we had 78,212,402 shares of common stock outstanding. Each share of common stock is entitled to one vote at the Meeting. If your shares are registered in your name, you are a stockholder of record. If your shares are held in the name of your broker, bank or another holder of record, these shares are held in “street name.”

The holders of a majority of the issued and outstanding shares of common stock present at the Meeting, either in person or by proxy, and entitled to vote, constitute a quorum for the transaction of business. Abstentions will be included in determining the presence of a quorum at the Meeting.

If your shares are held in street name, you must instruct the organization who holds your shares how to vote your shares. If you sign your proxy card but do not provide instructions on how your broker should vote on “routine” proposals, your broker will vote your shares as recommended by the Board. If you do not provide voting instructions, your shares will not be voted on any “non-routine” proposals. This vote is called a “broker non-vote.” Under New York Stock Exchange (“NYSE”) rules, a broker does not have the discretion to vote on any non-routine matter presented at the meeting, such as the Election of Directors Proposal, the Say-on-Pay Proposal, or the Say-on-Frequency Proposal. Under the NYSE rules, a broker does have discretion to vote on the Ratification of Auditor Proposal. As a result, any broker who is a member of the NYSE will not have the discretion to vote on the Election of Directors Proposal, the Say-on-Pay Proposal, or the Say-on-Frequency Proposal, if such broker has not received instructions from the beneficial owner of the shares represented. Because the NYSE rules apply to all brokers that are members of the NYSE, this prohibition applies to the Meeting even though our common stock is listed on the Nasdaq Capital Market.

For the Election of Directors Proposal, a nominee for director will be elected to the Board if the votes cast for such nominee’s election exceed the votes cast against such nominee’s election. The Ratification of Auditor Proposal and Say on Pay Proposal will be determined by of a majority of votes cast affirmatively or negatively. The voting frequency option that receives the highest number of votes cast by stockholders will be deemed the frequency for the Say-on-Frequency Proposal. Abstentions and broker non-votes will have no effect on the proposals.

## **Proxy Voting**

Shares for which proxy cards are properly executed and returned will be voted at the Meeting in accordance with the directions given or, in the absence of directions, will be voted **"FOR"** Proposal 1 — the Election of Directors Proposal, **"FOR"** Proposal 2 — the Ratification of Auditor Proposal, **"FOR"** Proposal 3 — the Say-on-Pay Proposal, and **"ONE YEAR"** on Proposal 4 — the Say-on-Frequency Proposal. If other matters are properly presented, the person named in the proxies in the accompanying proxy card will vote in accordance with their discretion with respect to such matters.

### *Voting by Stockholders of Record.*

If you are a stockholder of record (your shares are registered directly in your name with our transfer agent), you may vote by proxy, via the Internet, or by mail by following the instructions provided on the proxy card. Stockholders also may attend the virtual meeting and vote electronically.

### *Voting by Beneficial Owners.*

If you are a beneficial owner of shares (your shares are held in the name of a brokerage firm, bank, or other nominee), you may vote by following the instructions provided in the voting instruction form, or other materials provided to you by the brokerage firm, bank, or other nominee that holds your shares.

### *Changing Your Vote.*

You may revoke your proxy and change your vote at any time before the final vote at the Meeting. You may vote again on a later date via the Internet (only your latest Internet proxy submitted prior to the Meeting will be counted), by signing and returning a new proxy card with a later date, or by attending the virtual meeting and voting electronically. Your attendance at the virtual meeting will not automatically revoke your proxy unless you vote again at the Meeting or specifically request in writing that your prior proxy be revoked.

All votes will be tabulated by an Inspector of Elections appointed for the Meeting, who will separately tabulate affirmative and negative votes, abstentions and broker non-votes. Daniel Barsky, the Company's General Counsel and Corporate Secretary, has been appointed by the Board as Inspector of Elections for the Meeting. A list of the stockholders entitled to vote at the Meeting will be accessible on the virtual meeting website during the meeting for those attending the meeting, and for ten days prior to the meeting, at the Company's executive office, located at 300 Vesey Street, 9th Floor, New York, New York 10282.

### *Interest of the Company's Officers and Directors in the Matters to be Acted Upon at the Meeting.*

Members of the Board have an interest in the Election of Directors Proposal, as each of the nominees is currently a member of the Board. Members of the Board and executive officers of the Company do not have any interest in the Ratification of Auditor Proposal. Executive officers of the Company do have an interest in the Say-on-Pay Proposal and the Say-on-Frequency Proposal, to the extent such proposals are on a non-binding advisory basis.

## **Where to Obtain More Information**

If you have any questions about how to cast your vote for the Meeting or would like copies of any of the documents referred to in this Proxy Statement, you should write to us at 300 Vesey Street, 9th Floor, New York, NY 10282, Attn: Daniel J. Barsky, General Counsel and Corporate Secretary.

**PROPOSAL 1  
ELECTION OF DIRECTORS**

At the Meeting, we will be electing five directors. Each director will hold office until the 2022 Annual Meeting of Stockholders or until a successor is elected and qualified to serve on the Board. Proxies cannot be voted for a greater number of persons than the number of nominees named.

The Board has nominated the five individuals listed below (each a “Nominee,” and together the “Nominees”) based on the recommendation of the Board’s Corporate Governance and Nominating Committee. All of the Nominees are current directors. Each Nominee has consented to being named in this proxy statement and has agreed to serve as a director if elected. If any Nominee should become unavailable for election, the proxy may be voted for a substitute nominee selected by the persons named in the proxy or the Board may determine to reduce the size of the Board accordingly. The Board is not aware of any existing circumstances likely to render any Nominee unavailable.

The following table sets forth certain information concerning our directors/Nominees:

<b>Name</b>	<b>Position</b>	<b>Director Since</b>
Ryan Schulke	Director and Chief Executive Officer	2015
Matthew Conlin	Director and President	2018
Donald Mathis	Director	2015
Carla S. Newell	Director	2020
Barbara Shattuck Kohn	Director	2019

**Biographical Information About Our Nominees**

**Ryan Schulke**, 38, has served as a director of the Company since December 2015 and has served as the Chief Executive Officer of the Company since March 26, 2018. Mr. Schulke co-founded Fluent, LLC in 2010 and has served as Chairman and Chief Executive Officer of Fluent, LLC since its inception. Before merging with the Company in 2015, Fluent, LLC was privately held. Fluent, LLC is now a wholly-owned subsidiary of the Company. Prior to founding Fluent, LLC, Mr. Schulke served as Media Director of Clash Media, a global digital advertising network. Mr. Schulke earned a Bachelor of Communications Arts from Marymont Manhattan College.

The Board believes Mr. Schulke’s experience as Chief Executive Officer of Fluent, LLC, the Company’s operating subsidiary, provides valuable business, industry, and management advice to the Board.

**Matthew Conlin**, 37, has served as a director and President of the Company since March 26, 2018. Together with Mr. Schulke, Mr. Conlin co-founded Fluent, LLC in 2010 and has served as President of Fluent, LLC since its inception. Before founding Fluent, LLC, Mr. Conlin served as Sales Director, U.S. of Clash Media, a global digital advertising network. Mr. Conlin earned a Bachelor of Science in Marketing from St. John’s University.

The Board believes Mr. Conlin’s experience as President of Fluent, LLC, the Company’s operating subsidiary, provides valuable business, industry, and management advice to the Board.

**Donald Mathis**, 55, has served as director of the Company since December 2015. Since July 2017, Mr. Mathis has been the general manager of Growth at Comcast NBC Universal. Since April 2017, he has been the chief executive officer and co-founder of Echelon AI, a New York-based privately held artificial intelligence start-up focused on business process automation, predictive data analytics and nextgen digital and cyber security. He is also an operating partner with Periscope Equity, a Chicago-based growth private equity fund, which he joined in January 2017. In addition, Mr. Mathis has served as a senior adviser and director since April 2016 of the initiative for Digital Counterterrorism (iDCT), a public-private consortium and non-governmental organization focused on countering violent extremism and terrorist recruitment in the digital domain. Mr. Mathis has served since 2013 on the board of advisers of Omniangle Technologies, a privately held company involved in business intelligence and information security. Previously, Mr. Mathis served as the chief executive officer of privately held Kinetic Social from October 2011 through April 2016. Mr. Mathis was a co-founder of Kinetic Social, a SaaS and managed service social data and technology company acquired by Blue Chip Venture Company. From 2007 to 2011, Mr. Mathis served as executive chairman and director of Online Intelligence, a privately held digital security firm specializing in brand protection and traffic integrity services. Mr. Mathis was on the audit and compensation committees of Online Intelligence until its acquisition by FAS Labs, Inc. in May 2010, and remained executive chairman until November 2011. Mr. Mathis has a Master of Business Administration from the Harvard Business School and is a Commander in the U.S. Navy (currently inactive reserve).

The Board believes Mr. Mathis' knowledge and experience as chairman and chief executive officer of an artificial intelligence company with a specialty in predictive data analytics, his experience running a social data and technology SaaS and managed services company, as well as his experience in business intelligence, general management, financial management and information security, and his military service, strengthen the Board's collective qualifications, skills, and experience.

**Carla S. Newell**, 60, has served as a director of the Company since October 2020. She has served as the Chief Legal Officer and Chief Risk Officer at Ancestry, the global leader in family history and consumer genomics, since September 2016. She has also served as Chair the Ancestry Enterprise Risk Management Committee and served on multiple international subsidiary boards during her time at Ancestry. From 2014 to 2016, Ms. Newell served as a strategic advisor to emerging companies, such as Ondine Biomedical, a Canadian developer of light-activated photo-disinfection systems for hospitals, and Coalesce, an early stage software company providing AI-based business research and analysis tools. From 2000 to 2014, Ms. Newell served as Operating General Partner at Technology Crossover Ventures ("TCV"), a leading technology-focused venture capital and private equity firm, where she also served as TCV's designated director and member of audit and compensation committees on multiple private company boards. Prior to joining TCV, Ms. Newell was a Partner at Gunderson Dettmer Stough Villeneuve Franklin & Hachigan, a leading technology-focused law firm, from 1996 to 2000, and a Partner and Associate at Gray Cary Ware & Freidenrich, a Silicon Valley and San Diego based law firm that is now a part of DLA Piper, from 1985 to 1996. Ms. Newell earned a Juris Doctorate from The University of Michigan Law School and a Bachelor of Arts in Political Science from the University of Chicago.

The Board believes Ms. Newell's expertise in privacy law, her substantial knowledge and experience working with high-growth technology companies, and her experience serving as a strategic advisor and board and committee member strengthen the Board's collective qualifications, skills, and experience.

**Barbara Shattuck Kohn**, 70, was a Principal at Hammond Hanlon Camp LLC, a strategic advisory and investment banking firm from 2012 to 2018. She has served as a director of Penn National Gaming, Inc. since 2004, where she serves as a member of the Audit Committee and as Chair of the Compensation Committee and Nominating and Corporate Governance Committee. Ms. Shattuck Kohn also serves as a director of Emblem Health, one of the nation's largest nonprofit health plans. She has previously served as a director of Computer Task Group and a division of Sunlife Financial Corporation. Prior to joining Hammond Hanlon Camp LLC in 2012, Ms. Shattuck Kohn was a Managing Director of Morgan Keegan – Raymond James. Morgan Keegan & Company, Inc. was acquired by Raymond James Financial from Regions Financial Corp. and was the successor to Shattuck Hammond Partners, an investment banking firm Ms. Shattuck Kohn co-founded in 1993. Prior to 1993, she spent 11 years at Cain Brothers, Shattuck & Company, Inc., an investment banking firm she also co-founded. From 1976 to 1982, she was a Vice President of Goldman, Sachs & Co. Ms. Shattuck Kohn began her career as a municipal bond analyst at Standard & Poor's Corporation.

The Board believes Ms. Shattuck Kohn's significant financial expertise and experience as a director of other public companies strengthen the Board's collective qualifications, skills, and experience.

### **Vote Required and Board Recommendation**

Under our Bylaws, a nominee for director will be elected to the Board if the votes cast for such nominee's election exceed the votes cast against such nominee's election; abstentions and broker non-votes not counted as a vote cast either "for" or "against" that nominee's election and therefore have no effect.

The Board approved and adopted a Director Resignation Policy on February 13, 2019 for directors who fail to receive the required number of votes in an uncontested election in accordance with our Bylaws. The policy requires that the Board will nominate for election or re-election only a candidate who agrees to tender an irrevocable resignation that will be effective upon (i) the failure to receive the required vote at any future annual meeting at which he or she faces re-election; and (ii) Board acceptance of such resignation. The policy further states that upon any candidate failing to be elected in an election at which majority voting applies, the Nominating and Corporate Governance Committee will meet to consider the tendered resignation and make a recommendation to the Board concerning the action, if any, to be taken with respect to the resignation. The policy provides that the Board will then consider and act upon the Nominating and Corporate Governance Committee's recommendation within 90 days of certification of the vote at the annual meeting. The Board may accept the resignation, refuse the resignation, or refuse the resignation subject to such conditions designed to cure the underlying cause as the Board may impose. Promptly following the decision regarding the tendered resignation, the policy states that we will file with the SEC a current report on Form 8-K disclosing the decision with respect to the resignation, describing the deliberative process and, if applicable, the specific reasons for rejecting the tendered resignation.

The Board unanimously recommends a vote "**FOR**" each Nominee for director.

## Director Compensation

On April 19, 2018, the Compensation Committee adopted general director compensation practices, pursuant to which a non-employee director joining the Board is granted 25,000 RSUs. These RSUs vest in three equal annual installments beginning on the first anniversary of the grant date. Additionally, non-employee directors are paid quarterly \$10,000 plus \$2,500 for the Chairman of the Audit Committee (Mr. Benz through March 31, 2020; Ms. Shattuck Kohn beginning April 1, 2020) and \$1,250 to the Chairmen of each of the Compensation Committee (Mr. Mathis) and the Corporate Governance and Nominating Committee (Mr. Frawley during 2020). Additionally, on the date of each annual meeting, non-employee directors are granted the number of RSUs representing shares of the Company's common stock with a grant date value equal to \$75,000. The RSUs vest in three equal annual installments beginning on the first anniversary of the grant date, subject to accelerated vesting in certain circumstances. The number of RSUs is determined using the average closing price of our common stock on the five trading days before the annual meeting.

On February 16, 2021, the Compensation Committee approved an adjustment to the general director compensation practices, pursuant to which a non-employee director joining the Board is now granted 60,000 RSUs. As a catch-up for the new policy, each of the current non-employee directors were granted 35,000 RSUs as of March 1, 2021.

### DIRECTOR COMPENSATION TABLE

The following table provides compensation information for the fiscal year ended December 31, 2020 for each of our non-employee directors.

Name	Stock awards (1)(7)	Other compensation	Total
<i>Current Directors</i>			
Donald Mathis (2)	\$ 75,002	\$ 45,000	\$ 120,002
Carla S. Newell (3)	\$ 64,000	\$ 10,000	\$ 74,000
Barbara Shattuck Kohn (4)	\$ 75,002	\$ 47,500	\$ 122,502
<i>Former Directors</i>			
Peter Benz (5)	\$ —	\$ 12,500	\$ 12,500
Andrew Frawley (6)	\$ 75,002	\$ 45,000	\$ 120,002

- (1) The amounts in this column represent the aggregate grant date fair value of RSU awards granted in 2020 computed in accordance with FASB ASC Topic 718. In determining the grant date fair value for RSUs, the Company used the closing price of the Company's common stock on the grant date. For a discussion of valuation assumptions used in calculation of these amounts, see Note 11 to our audited financial statements, included within our 2020 Annual Report on Form 10-K.
- (2) Mr. Mathis was granted 36,128 RSUs on June 3, 2020 for his services as a director. Mr. Mathis also received compensation of \$45,000 in 2020 (\$40,000 was for his services as a director and \$5,000 was for his services as the Chairman of the Compensation Committee). See footnote 6 to the table included in the section titled "Beneficial Ownership of Securities" in this proxy statement for information regarding the vesting schedules associated with these grants.  
Ms. Newell was granted 25,000 RSUs on October 1, 2020 in connection with her appointment to the Board. See footnote 7 to the table included in the section titled "Beneficial Ownership of Securities" in this proxy statement for information regarding the vesting schedules associated with these grants.
- (3) Ms. Shattuck Kohn was granted 36,128 RSUs on June 3, 2020 for her services as a director. Ms. Shattuck Kohn also received compensation of \$47,500 in 2020 (\$40,000 was for her services as a director and \$7,500 was for her services as Chair of the Audit Committee). See footnote 8 to the table included in the section titled "Beneficial Ownership of Securities" in this proxy statement for information regarding the vesting schedules associated with these grants.
- (4) Mr. Benz received compensation of \$12,500 in 2020 (\$10,000 was for his services as a director and \$2,500 was for his services as the Chairman of the Audit Committee). Mr. Benz resigned from the Company's Board of Directors effective April 1, 2020.
- (5) Mr. Frawley was granted 36,128 RSUs on June 3, 2020 for his services as a director. Mr. Frawley also received compensation of \$45,000 in 2020 (\$40,000 was for his services as a director and \$5,000 was for his services as the Chairman of the Corporate Governance and Nominating Committee). Mr. Frawley resigned from the Company's Board of Directors effective December 31, 2020.
- (6) As of December 31, 2020, each director held RSUs as follows: Mr. Mathis – 63,478, Ms. Newell – 25,000, Ms. Shattuck Kohn – 52,795, and Mr. Frawley – 63,478 (which were forfeited upon his resignation from the Board on December 31, 2020).



## **Compensation Committee Interlocks and Insider Participation**

The members of our Compensation Committee during the year ended December 31, 2020, were Donald Mathis (Chairman), Peter Benz, Andrew Frawley, Carla S. Newell and Barbara Shattuck Kohn. No member of the Compensation Committee is a current or former officer or employee of ours or any of our subsidiaries. None of the members of our Compensation Committee had any relationship required to be disclosed under this caption under the rules of the Securities and Exchange Commission (the “SEC”).

## **Board Meetings; Annual Meeting Attendance; Independence**

The Board oversees our business and affairs and monitors the performance of management. The Board meets regularly to review matters affecting our Company and to act on matters requiring Board approval. The Board also holds special meetings whenever circumstances require and may act by unanimous written consent. During 2020, the Board held five meetings and took action by unanimous written consent on three occasions. During 2020, all of our incumbent directors attended at least 75% of the meetings of the Board and its committees on which they served during the period of time that each such director was a member of the Board. The Board encourages, but does not require, its directors to attend the Company’s annual meeting. Four of our five then-current directors virtually attended the 2020 Annual Meeting of Stockholders.

As required by the listing standards of the NASDAQ Stock Market (“NASDAQ”), a majority of the members of the Board must qualify as “independent,” as affirmatively determined by the Board. Our Board determines director independence based on an analysis of such listing standards and all relevant securities and other laws and regulations regarding the definition of “independent.”

As a result of the Board’s review of the relationships of each of the directors that served on the Board during the year ended December 31, 2020, the Board affirmatively determined that Messrs. Benz, Frawley, and Mathis, and Mses. Newell and Shattuck Kohn were “independent” directors within the meaning of the NASDAQ listing standards and applicable law.

As a result of the Board’s review of the relationships of each of its current directors (each a Nominee), the Board affirmatively determined that Mr. Mathis and Mses. Newell and Shattuck Kohn are “independent” directors within the meaning of the NASDAQ listing standards and applicable law.

## **Code of Ethics**

The Company has adopted a Code of Ethics, which is applicable to the Company’s directors, officers, and employees, including the Company’s principal executive officer and principal financial officer. The Code of Ethics is published on the Company’s website at [www.fluentco.com](http://www.fluentco.com) on the Investors page under the corporate governance link. We will disclose amendments to or waivers from our Code of Ethics on our website in accordance with all applicable laws and regulations.

## **Board Leadership Structure**

The Board does not currently have a Chairman. Mr. Schulke is our Chief Executive Officer and a director. Independent directors head each of our Board’s three standing committees (the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee), and each of the committees is comprised solely of independent directors.

## **Board Oversight of Enterprise Risk**

The Board’s role in the risk oversight process includes receiving regular reports from members of senior management on areas of material risk to the Company, including operational, financial, legal and regulatory, cybersecurity and strategic and reputational risks. In connection with its reviews of the operations of the Company’s business and its corporate functions, the Board considers and addresses the primary risks associated with these operations and functions. Our full Board regularly engages in discussions of the most significant risks that the Company is facing and how these risks are being managed.

In addition, each of the Board’s committees, and particularly the Audit Committee, plays a role in overseeing risk management issues that fall within such committee’s areas of responsibility. Senior management reports on at least a quarterly basis to the Audit Committee on the most significant risks facing the Company from a financial reporting perspective and highlights any new risks that may have arisen since the Audit Committee last met. The Audit Committee also meets in executive sessions with the Company’s independent registered public accounting firm and reports any findings or issues to the full Board. In performing its functions, the Audit Committee and each standing committee of the Board has full access to management, as well as the ability to engage advisors. The Board receives regular reports from each of its standing committees regarding each committee’s particularized areas of focus.

## Committees

The standing committees of the Board are the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee.

### *Audit Committee.*

The members of the Audit Committee during 2020 were Peter Benz (Chair through March 31, 2020), Barbara Shattuck Kohn (Chair beginning April 1, 2020), Andrew Frawley, Donald Mathis and Carla S. Newell, all of whom are (or were) independent directors as determined by the NASDAQ listing standards. Effective April 1, 2020, Mr. Benz resigned from the Company's Board, and the Board has appointed Barbara Shattuck Kohn as the new Chair of the Audit Committee. The Board has determined that Ms. Shattuck Kohn is an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K. During 2020, the Audit Committee held six meetings and took one action by written consent.

The functions of the Audit Committee include retaining our independent registered public accounting firm, reviewing its independence, reviewing and approving the planned scope of our annual audit, reviewing and approving any fee arrangements with our independent registered public accounting firm, overseeing its audit work, reviewing and pre-approving any non-audit services that may be performed by our independent registered public accounting firm, reviewing the adequacy of accounting and financial controls, reviewing our critical accounting policies and reviewing and approving any related party transactions. Additional information regarding the Audit Committee is set forth in the Report of the Audit Committee below.

The Board has adopted a written charter for the Audit Committee which the Audit Committee reviews and reassesses for adequacy on an annual basis. A copy of the Audit Committee's charter is located on our website at [www.fluentco.com](http://www.fluentco.com) on the Investors page under the corporate governance link.

### *Compensation Committee.*

The members of the Compensation Committee during 2020 were Donald Mathis (Chairman), Peter Benz, Andrew Frawley, Carla S. Newell and Barbara Shattuck Kohn, all of whom are independent directors (or were during the term of their service on the Compensation Committee) as determined by the NASDAQ listing standards. The Compensation Committee is responsible for reviewing and approving compensation of the Company's executive officers and for advising the Board with respect to compensation of the members of the Board or any committee thereof. During 2020, the Compensation Committee held four meetings and took three actions by written consent. The Board has adopted a written charter for the Compensation Committee and reassesses for adequacy on an annual basis. A copy of the Compensation Committee's charter is located on our website at [www.fluentco.com](http://www.fluentco.com) on the Investors page under the corporate governance link.

The Compensation Committee seeks to ensure that the executive pay program reinforces the Company's compensation philosophy and aligns with the interests of our stockholders. The Compensation Committee also periodically monitors any potential risks associated with the Company's compensation program and policies.

The Compensation Committee is responsible for reviewing and approving all compensation of the Company's executive officers and for advising the Board with respect to any proposed changes in the compensation of Board members, including as to committee service, as well as retirement policies and programs and perquisites for directors. The Compensation Committee has the authority to retain or terminate any consulting firm or other advisors used to assist the Compensation Committee in the performance of its duties. In 2018, the Company retained the services of Pay Governance, LLC ("Pay Governance"), an independent compensation consultant. Pay Governance reports directly to the Compensation Committee and communicates with our management team when appropriate. In addition, Pay Governance may seek feedback from the committee chairman and other Board members regarding its work before presenting study results or recommendations to the Compensation Committee. The compensation consultant may be invited to attend Compensation Committee meetings. In 2019, Pay Governance continued to provide advice related to executive compensation and peer group benchmarking and helped develop an equity incentive plan for the Company's senior management team. Specifically, Pay Governance's services during 2018 and into 2019 included help with several important objectives, including (i) determining competitive pay levels to assess how competitively executives are being paid for their current responsibilities, particularly in the context of a public company and setting a framework for paying additional new senior executives and (ii) designing an equity compensation plan to support our high growth strategy. Pay Governance did not provide any formal advice or consulting services during 2020.

## *Corporate Governance and Nominating Committee*

The members of the Corporate Governance and Nominating Committee during 2020 were Andrew Frawley (Chairman), Peter Benz, Donald Mathis, Carla S. Newell and Barbara Shattuck Kohn, all of whom are independent directors (or were during the term of their service on the Corporate Governance and Nominating Committee) determined by the NASDAQ listing standards. The Corporate Governance and Nominating Committee is responsible for identifying individuals qualified to become members of the Board or any committee thereof; recommending nominees for election as directors at each annual stockholder meeting; recommending candidates to fill any vacancies on the Board or any committee thereof; and overseeing the evaluation of the Board. During 2020, the Corporate Governance and Nominating Committee held no meetings and took two actions by written consent. The Board has adopted a written charter for the Corporate Governance and Nominating Committee. A copy of the Corporate Governance and Nominating Committee's charter is located on our website at [www.fluentco.com](http://www.fluentco.com) on the Investors page under the corporate governance link.

In evaluating director candidates, the Chair of the Nominating and Corporate Governance Committee and other committee members may conduct interviews with certain candidates and make recommendations to the committee. Other members of our Board may also conduct interviews with director candidates upon request, and the Nominating and Corporate Governance Committee may retain, at its discretion, third-party consultants to assess the skills and qualifications of the candidates. Although our Board of Directors does not have a specific policy with respect to diversity, the Nominating and Corporate Governance Committee considers the extent to which potential candidates possess sufficiently diverse skill sets and diversity characteristics that would contribute to the overall effectiveness of our Board of Directors.

In identifying potential director candidates, the Nominating and Corporate Governance Committee seeks input from other members of our Board and executive officers and may also consider recommendations by employees, community leaders, business contacts, third-party search firms and any other sources deemed appropriate by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will also consider director candidates recommended by other stockholders to stand for election at the Annual Meeting of Stockholders so long as such recommendations are submitted in accordance with the procedures described below. The Nominating and Corporate Governance Committee has not had any director candidates put forward by a stockholder or a group of stockholders that beneficially owned more than five percent of our common stock for at least one year.

The Nominating and Corporate Governance Committee will evaluate candidates recommended by stockholders in the same manner as all other candidates brought to the attention of the Nominating and Corporate Governance Committee. See "Nominees for Director and Other Stockholder Proposals" below.

### **Communications with our Board of Directors**

Any stockholder who wishes to send a communication to our Board should address the communication either to the Board or to the individual director in care of Daniel Barsky, General Counsel and Corporate Secretary of Fluent, Inc., at 300 Vesey Street, 9th Floor, New York, New York 10282. Mr. Barsky will forward the communication either to all of the directors, if the communication is addressed to the Board, or to the individual director, if the communication is addressed to a specific director. Mr. Barsky will forward to the directors all communications that, in his or her judgment, are appropriate for consideration by the directors. Examples of communications that would not be appropriate for consideration by the directors include commercial solicitations and matters not relevant to the stockholders, to the functioning of the Board, or to the affairs of Fluent.

### **Nominees for Director and Other Stockholder Proposals**

Stockholder proposals intended to be presented at our 2022 annual meeting of stockholders must be received by our Corporate Secretary at 300 Vesey Street, 9th Floor, New York, New York 10282 not later than December 31, 2021, to be considered for inclusion in our proxy materials, pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The Corporate Governance and Nominating Committee will consider all qualified director candidates identified by various sources, including members of the Board, management and stockholders. Candidates for directors recommended by stockholders will be given the same consideration as those identified from other sources. The Corporate Governance and Nominating Committee is responsible for reviewing each candidate's biographical information and assessing each candidate's independence, skills, qualifications, and expertise based on a number of factors. While we do not have a formal policy on diversity, when considering the selection of director nominees, the Corporate Governance and Nominating Committee considers individuals with diverse experience, viewpoints, accomplishments, professional expertise, and backgrounds, including both gender and ethnic diversity and diversity in substantive matters pertaining to the Company's business.

Only persons who are nominated in accordance with the procedures set forth in our Bylaws will be eligible for election as directors. Nominations of persons for election to the Board and other proposals presented to our stockholders may be made at a meeting of stockholders at which directors are to be elected only (i) by or at the direction of the Board or (ii) by any stockholder of the Company entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in our Bylaws. Such nominations and other proposals presented to our stockholders, other than those made by or at the direction of the Board, shall be made by timely notice in writing to the Corporate Secretary of the Company. To be timely, a stockholder's nomination for a director or other stockholder proposal must be delivered to the Corporate Secretary at the Company's principal executive offices no later than the close of business on the ninetieth (90th) day, nor earlier than the close of business on the one hundred twentieth (120th) day, before the first anniversary of the preceding year's annual meeting. The stockholder's notice shall set forth as to each person whom the stockholder proposes to nominate for election as a director: (i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or all information that is required in connection with a stockholder proposal, in each case pursuant to and in accordance with the Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder, and (ii) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected. Pursuant to our Bylaw requirements, any stockholder proposal to be considered at the 2022 annual meeting, including nominations of persons for election to our board of directors, must be properly submitted to us not earlier than February 2, 2022, nor later than March 4, 2022.

## PROPOSAL 2

### RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2021

Grant Thornton LLP (“Grant Thornton”) currently serves as the Company’s independent registered public accounting firm and has done so since its appointment effective July 14, 2015. A representative of Grant Thornton is expected to be present at the Meeting, with the opportunity to make a statement if the representative desires to do so, and is expected to be available to respond to appropriate questions.

We are asking our stockholders to ratify the appointment of Grant Thornton as our independent registered public accounting firm for the year ending December 31, 2021. Although ratification is not required by our Bylaws or otherwise, our Board is submitting the appointment of Grant Thornton to our stockholders for ratification as a matter of good corporate governance. If our stockholders fail to ratify the appointment of Grant Thornton, the Audit Committee will consider whether it is appropriate and advisable to appoint a different independent registered public accounting firm. Even if our stockholders ratify the appointment of Grant Thornton, the Audit Committee in its discretion may appoint a different registered public accounting firm at any time if it determines that such a change would be in the best interests of our Company and our stockholders.

#### Vote Required and Board Recommendation:

Proposal 2 requires the affirmative vote of the holders of a majority in voting power of the shares of common stock which are present in person or by proxy at the Meeting and entitled to vote.

The Board recommends that you vote “**FOR**” the ratification of the appointment of Grant Thornton as our independent registered public accounting firm for year ending December 31, 2021.

#### Auditor Fees and Services

The following table sets forth the fees billed to the Company by the Company’s independent registered public accountants, Grant Thornton, for the years ended December 31, 2020 and December 31, 2019.

	<u>2020</u>	<u>2019</u>
Audit Fees	\$ 938,118	\$ 861,429
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
Total	<u>\$ 938,118</u>	<u>\$ 861,429</u>

Audit fees consist of fees billed for professional services rendered for the audit of our consolidated annual financial statements, and internal control over financial reporting, the review of the interim consolidated financial statements included in quarterly reports and the fees for services such as consents and review of documents filed with the SEC that are normally provided in connection with statutory and regulatory filings for engagements.

#### Pre-Approval Policies and Procedures for Audit and Permitted Non-Audit Services

The Audit Committee is responsible for pre-approving all auditing services and permitted non-audit services (including the fees for such services and terms thereof) to be performed for the Company by its independent registered public accounting firm. The Audit Committee is also responsible for considering whether the independent registered public accounting firm’s performance of permissible non-audit services is compatible with its independence. The Audit Committee chairman has authority to grant pre-approvals of audit and permissible non-audit services by the independent registered public accounting firm provided that all pre-approvals by the chairman must be presented to the full Audit Committee at its next scheduled meeting. Consistent with these policies and procedures, the Audit Committee approved all of the services rendered by the applicable auditors for the years ending on December 31, 2020 and December 31, 2019, as described above.

## REPORT OF THE AUDIT COMMITTEE

The Audit Committee reviews the Company's financial reporting process on behalf of the Board. Management has the primary responsibility for establishing and maintaining adequate internal control over financial reporting, for preparing the financial statements and for the report process. The Audit Committee members do not serve as professional accountants or auditors, and their functions are not intended to duplicate or to certify the activities of management or the independent registered public accounting firm. We have engaged Grant Thornton as our independent public accountants to report on the conformity of the Company's financial statements to accounting principles generally accepted in the United States. In this context, the Audit Committee hereby reports as follows:

1. The Audit Committee has reviewed and discussed the audited financial statements with management of the Company.
2. The Audit Committee has discussed with Grant Thornton, our independent registered public accounting firm, the matters required to be discussed by Public Company Accounting Oversight Board Auditing Standard No. 1301, *Communications with Audit Committees*.
3. The Audit Committee has also received the written disclosures and the letter from Grant Thornton required by applicable requirements of the PCAOB regarding the independent accountant's communications with the Audit Committee concerning independence and the Audit Committee has discussed the independence of Grant Thornton with that firm.
4. Based on the review and discussion referred to in paragraphs (1) through (3) above, the Audit Committee recommended to the Board and the Board approved the inclusion of the audited financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2020, for filing with the SEC.

The foregoing has been furnished by the Audit Committee:

*Barbara Shattuck Kohn (Chair)*

*Donald Mathis*

*Carla S. Newell*

This "Audit Committee Report" is not "Soliciting Material," and is not deemed filed with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

## MANAGEMENT

### Executive Officers

The following table sets forth certain information with respect to our current executive officers.

Name	Age	Position
Ryan Schulke	38	Chief Executive Officer
Matthew Conlin	37	President
Alexander Mandel	51	Chief Financial Officer
Donald Patrick	60	Chief Operating Officer

The biographical information for Messrs. Schulke and Conlin is included above in Proposal 1 — Election of Directors.

**Alexander Mandel** was appointed as Chief Financial Officer, effective as of February 1, 2019, prior to which he had been serving as an independent financial consultant to the Company since July 2018. From February 2016 to June 2018, Mr. Mandel served as the Chief Financial Officer of IAC Applications, a division of IAC/InterActiveCorp. From 2010 to 2015, Mr. Mandel was employed by LendingTree, Inc., including as its Chief Financial Officer from 2012 to 2015. He was a Managing Director at Centerview Partners LLC, an investment banking advisory firm in New York City, from 2008 to 2010. Prior to that, Mr. Mandel held various positions at investment banking firm Bear, Stearns & Co. Inc. from 1996 to 2008, including Managing Director beginning in 2003. He received his Bachelor of Arts in economics from Tufts University and his Masters of Business Administration from Columbia Business School.

**Donald Patrick** was appointed the Company's Chief Operating Officer as of March 26, 2018. Mr. Patrick joined Fluent, LLC as its Chief Operating Officer in January 2018. Mr. Patrick served as Chief Executive Officer of Seneca One Finance, Inc., a specialty consumer finance company, from 2014 to 2017. From 2011 to 2013, he served as President of Infogroup Marketing Services, a business unit of InfoGROUP, Inc. Before that, Mr. Patrick served as Chief Operating Officer of Merkle from 1997 to 2010. He graduated with an MBA from the University of Chicago and a BA from St. Lawrence University.

### SUMMARY COMPENSATION TABLE

The following table summarizes the compensation for each of the named executive officers for the last two completed fiscal years.

Name and principal position	Year	Salary	Bonus (1)	Stock awards (2)	Option awards (3)	Non-equity incentive plan compensation (4)	All other compensation	Total
							(5)	
Ryan Schulke (6) <i>(Chief Executive Officer)</i>	2020	\$343,750	\$103,625	\$ —	\$ —	\$ 61,250	\$ 11,400	\$ 520,025
	2019	\$300,000	\$140,300	\$ —	\$ —	\$ —	\$ 7,750	\$ 448,050
Matt Conlin (7) <i>(President)</i>	2020	\$343,750	\$103,525	\$ —	\$ —	\$ 61,250	\$ 4,417	\$ 512,942
	2019	\$300,000	\$140,250	\$ —	\$ —	\$ —	\$ 11,200	\$ 451,450
Donald Patrick (8) <i>(Chief Operations Officer)</i>	2020	\$343,750	\$103,625	\$ —	\$ —	\$ 61,250	\$ 11,400	\$ 520,025
	2019	\$300,000	\$120,100	\$1,044,000	\$1,122,660	\$ —	\$ 11,200	\$ 2,597,960
Alex Mandel (9) <i>(Chief Financial Officer)</i>	2020	\$343,750	\$103,625	\$ —	\$ —	\$ 61,250	\$ 7,917	\$ 516,542
	2019	\$302,000	\$100,000	\$1,160,000	\$ 873,180	\$ —	\$ 3,250	\$ 2,438,430

- (1) These amounts include: (i) anniversary bonuses of \$500 to Mr. Schulke, \$400 to Mr. Conlin, \$500 to Mr. Patrick, and \$500 to Mr. Mandel in 2020, (ii) discretionary bonuses of \$103,125 to each of Mr. Schulke, Mr. Conlin, Mr. Patrick and Mr. Mandel in 2020, (iii) anniversary bonuses of \$300 to Mr. Schulke, \$250 to Mr. Conlin and \$100 to Mr. Patrick in 2019, (iv) discretionary bonuses of \$140,000 to each of Mr. Schulke and Mr. Conlin in 2019, (v) a discretionary bonus of \$120,000 to Mr. Patrick in 2019, and (vi) a discretionary bonus of \$100,000 to Mr. Mandel in 2019.
- (2) The amounts in this column represent the aggregate grant date fair value of RSU awards granted in 2019 and 2020 computed in accordance with FASB ASC Topic 718. In determining the grant date fair value for restricted stock units, the Company used the closing price of the Company's common stock on the grant date. For a discussion of valuation assumptions used in calculation of these amounts, see Note 11 to our audited financial statements, included within our 2020 Annual Report on Form 10-K.

- (3) The amounts in this column represent the aggregate grant date fair value of stock option awards granted in 2019 computed in accordance with FASB ASC Topic 718. For a discussion of valuation assumptions used in calculation of these amounts, see Note 11 to our audited financial statements, included within our 2020 Annual Report on Form 10-K.
- (4) Represents performance-based bonuses earned by our named executive officers in respect of our performance in fiscal years 2019 and 2020. The material terms of the non-equity incentive plan compensation paid to our named executive officers in our last completed fiscal year are described below in the section entitled "2020 Bonus Arrangements."
- (5) The amounts in this column represent the Company's 401(k) plan company-matching contributions for each officer.
- (6) Mr. Schulke has served as the Company's Chief Executive Officer since March 27, 2018.
- (7) Mr. Conlin has served as the Company's President since March 27, 2018.
- (8) Mr. Patrick has served as the Company's Chief Operations Officer since March 27, 2018. Mr. Patrick was granted 225,000 RSUs on February 1, 2019 at a fair value of \$4.64 and 50,000 RSUs on March 1, 2020 at a fair value of \$2.33. Mr. Patrick was also granted 396,000 shares of common stock subject to options on February 1, 2019, in two equal tranches of 198,000 shares with fair values of \$2.81 and \$2.86, respectively.
- (9) Mr. Mandel has served as the Company's Chief Financial Officer since February 1, 2019. Mr. Mandel's salary for 2019 reflects his consulting service fees from January 1, 2019 through January 31, 2019, and his service as Chief Financial Officer of the Company from February 1, 2019 through December 31, 2019. Mr. Mandel was granted 250,000 RSUs on February 1, 2019 at a fair value of \$4.64. Mr. Mandel was also granted 308,000 shares of common stock subject to options on February 1, 2019, in two equal tranches of 154,000 shares with fair values of \$2.81 and \$2.86, respectively.

### **Employment Agreements and Termination of Employment & Change in Control Arrangements**

Below are descriptions of our employment agreements with our named executive officers during 2021, as well as descriptions of the severance pay and other benefits to be provided in connection with a termination of employment and/or a change in control under the arrangements with each of our named executive officers.

#### *Ryan Schulke, Chief Executive Officer*

Mr. Schulke is as the Company's Chief Executive Officer pursuant to an amended and restated employment agreement effective September 11, 2018. On February 16, 2021, the Compensation Committee approved a 3% cost of living adjustment to Mr. Schulke's annual base salary from \$350,000 to \$360,500. Mr. Schulke's employment agreement provides for automatic one-year renewals unless either party elects not to renew by providing the other party with a 120-day non-renewal notice. If Mr. Schulke's employment is terminated because of his death or disability, he or his estate will be paid an amount equal to one-year of base salary. If Mr. Schulke's employment is terminated without cause or he resigns with good reason, he will be paid the greater of the base salary for the balance of the term or one year of base salary, plus any prior year unpaid bonus and a prorated portion of his current year bonus. Payment of the foregoing is conditioned on Mr. Schulke not being in violation of the agreement's restrictive covenant provisions. The agreement provides for an annual bonus of no less than 25% of annual salary based on achievement of Company and personal performance goals.

#### *Matt Conlin, President*

The terms of Mr. Conlin's employment mirror those of Mr. Schulke's except that Mr. Conlin is employed as the Company's President. Mr. Conlin also entered into an amended and restated employment agreement with the Company, effective September 11, 2018. Mr. Conlin's base salary and bonus provisions are identical to Mr. Schulke's, and he has the same arrangements with respect to severance pay and other benefits to be provided in connection with a termination of employment and/or a change in control.

#### *Donald Patrick, Chief Operating Officer*

Mr. Patrick is employed as the Company's Chief Operating Officer pursuant to an employment agreement effective January 8, 2018. On February 16, 2021, the Compensation Committee also approved a 3% cost of living adjustment to Mr. Patrick's annual base salary from \$350,000 to \$360,500. Mr. Patrick's employment agreement provides for an annual bonus of no less than 40% of his annual salary based on the achievement of Company and personal performance goals. The agreement provides that if Mr. Patrick's employment is terminated without cause, Mr. Patrick will be paid severance equal to twelve months' base salary, plus any unpaid bonus for the year prior to termination and a prorated portion of the bonus for the year of termination. Payment of the foregoing is conditioned on Mr. Patrick not being in violation of the agreement's restrictive covenant provisions at the time the payment becomes payable.



*Alexander Mandel, Chief Financial Officer*

Mr. Mandel is employed as the Company's Chief Financial Officer pursuant to an employment agreement effective February 1, 2019. On March 11, 2020, the Compensation Committee also approved a 3% cost of living adjustment to Mr. Mandel's annual base salary from \$350,000 to \$360,500. Mr. Mandel's employment agreement provides for an annual bonus of no less than 40% of his annual salary based on the achievement of Company and personal performance goals. The agreement provides that if Mr. Mandel's employment is terminated without cause, Mr. Mandel will be paid severance equal to (i) the greater of (A) the base salary for the remainder of the term of his employment agreement and (B) twelve (12) months' base salary; (ii) the annual bonus for the year prior to the year in which the termination occurs, to the extent unpaid; (iii) the annual bonus for the year in which the termination occurs, based on actual performance and prorated based on the number of days in such year prior to the date of termination; (iv) base salary accrued through the date of termination; and (v) the additional vesting of any equity awards that were scheduled to vest within one year after the date of termination. Payment of the foregoing is conditioned on Mr. Mandel not being in violation of the agreement's restrictive covenant provisions at the time the payment becomes payable.

## **2020 Bonus Arrangements**

Each of Messrs. Schulke, Conlin, Mandel and Partick was eligible to earn an annual cash incentive in 2020. Our practice with respect to annual incentive compensation has historically been to provide an opportunity to earn bonus awards based on the achievement of company performance measures, specifically EBITDA adjusted for certain discrete items ("Adjusted EBITDA").

For a calculation of and additional information regarding Adjusted EBITDA, please see pages 24 to 26 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2020.

Each of Messrs. Schulke, Conlin, Mandel and Patrick was eligible to earn a bonus equal to a percentage of their respective base salaries based on the Company's achievement of certain Adjusted EBITDA targets for the year. The Adjusted EBITDA targets are set each year based on achievement of strategic goals and financial results. Based on the Company's performance, the lowest Adjusted EBITDA target for 2020 was missed by approximately \$1.4 million, largely as a result of fulfillment costs incurred as a part of the Company's compliance and traffic quality initiatives. On February 16, 2021, the Compensation Committee approved bonuses of \$61,250 to each of Messrs. Schulke, Conlin, Mandel and Patrick, in line with the lowest Adjusted EBITDA target for 2020.

## **2021 Bonus Arrangements**

On February 16, 2021, the Compensation Committee approved changes to the bonus arrangements of the Executive Officers for 2021, pursuant to which 25% of the Executive Officers' bonus structure would be tied to targets related to each of revenue and strategic initiatives, while the remaining 50% would continue to be tied to Adjusted EBITDA targets.

## **401(k) Plan**

The Company maintains a defined contribution employee retirement plan, or 401(k) plan, for our employees. The 401(k) plan is intended to qualify as a tax-qualified plan under Section 401(k) of the Internal Revenue Code so that contributions to the 401(k) plan, and income earned on such contributions, are not taxable to participants until withdrawn or distributed from the 401(k) plan. The Company will match a participant's contribution up to 3% of their compensation, as well as 50% of a participant's contribution of the next 2% of their compensation, subject to statutory limits.

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table sets forth certain information regarding equity-based awards held by the named executive officers as of December 31, 2020.

<u>Name</u>	<u>Option awards</u>			<u>Stock awards</u>	
	<u>Number of securities underlying unexercised options unexercisable (#)</u>	<u>Option exercise price</u>	<u>Option expiration date</u>	<u>Number of shares or units of stock that have not vested (#)</u>	<u>Market value of shares or units of stock that have not vested (7)</u>
Ryan Schulke	—	\$ —	—	26,666(1)	\$ 141,596
Matt Conlin	—	\$ —	—	26,666(2)	\$ 141,596
Donald Patrick	396,000	(3) \$ 4.72	2/1/2029	308,333(4)	\$ 1,637,248
Alexander Mandel	308,000	(5) \$ 4.72	2/1/2029	225,000(6)	\$ 1,194,750

- (1) Represents 26,666 RSUs granted on March 20, 2018, which vested on March 1, 2021. Each RSU represents the right to receive one share of common stock upon vesting. As of December 31, 2020, Mr. Schulke also owned RSUs representing 813,334 shares that have vested but have not been delivered.
- (2) Represents 26,666 RSUs granted on March 20, 2018, which vested on March 1, 2021. As of December 31, 2020, Mr. Conlin also owned RSUs representing 813,334 shares that have vested but have not been delivered.
- (3) Represents 396,000 shares of common stock subject to options granted on February 1, 2019, of which 198,000 vested on February 1, 2020, and, subject to continuing service, the remaining 198,000 will vest if the Company's stock price remains above \$7.375 per share for 20 consecutive trading days. Any stock options that remain unvested as of February 1, 2024 will vest in full on such date.
- (4) Represents (i) 25,000 RSUs granted on March 20, 2018, which vested on February 1, 2021, (ii) 8,33 RSUs granted on March 20, 2018, which vested on March 1, 2021, (iii) 225,000 RSUs granted on February 1, 2019, which vest in four equal annual installments beginning on February 1, 2021, and (iv) 50,000 RSUs granted on March 1, 2020, which vest in three equal annual installments, beginning on March 1, 2021. As of December 31, 2020, Mr. Patrick also owned RSUs representing 25,000 shares that have vested but have not been delivered
- (5) Represents 308,000 shares of common stock subject to options granted on February 1, 2019, of which, 154,000 vested on February 1, 2020, and, subject to continuing service, the remaining 154,000 will vest if the Company's stock price remains above \$7.375 per share for 20 consecutive trading days. Any stock options that remain unvested as of February 1, 2024 will vest in full on such date.
- (6) Represents (i) 50,000 RSUs granted on February 1, 2019, which vest in two equal annual installments, beginning on February 1, 2021, and (ii) 175,000 RSUs granted on February 1, 2019, which vest in four equal annual installments beginning on February 1, 2021.
- (7) Determined by multiplying the closing price of the Company's common stock on December 31, 2020, \$5.31, by the number of shares of common stock underlying the RSUs or restricted stock.

## Equity Compensation Plan Information

One of the key elements of our compensation strategy is long-term equity incentives, principally RSUs. A predecessor of the Company adopted the SearchMedia International Limited (“SMIL”) 2008 Amended and Restated Share Incentive Plan (the “2008 Plan”), which established an initial pool of 359,370 equity awards to employees, directors and consultants (SMIL was combined with Ideation Acquisition Corp., a predecessor of the Company in 2009). The 2008 Plan was approved by the combined entities’ stockholders at a Special Meeting of Stockholders held on October 27, 2009 and was later amended to increase the number of eligible equity awards to 600,000 shares, and in September 2011, to 900,000 shares and to 1.2 million shares in December 2013. The 2008 Plan expired by its terms on January 1, 2018.

In April 2015, the Compensation Committee adopted the 2015 Stock Incentive Plan (the “2015 Plan”), which provided a pool of 2.5 million equity awards. The 2015 Plan was approved by the Company stockholders at the Annual Meeting of Stockholders in June 2015. In November 2015, the Board approved an increase of the 2015 Plan from 2.5 million shares to 12.5 million shares. The Compensation Committee determined the increase in the 2015 Plan was warranted as a result of the Company’s acquisition by merger of Fluent, LLC and the need to establish a pool of equity awards for the Fluent, LLC employees, as well as the anticipated expansion of the Company’s business, including additional personnel. The increase in the 2015 Plan was approved by the Company stockholders at the Annual Meeting of Stockholders held in June 2016. Effective September 6, 2017, the Board and the Company’s Compensation Committee approved an increase in the 2015 Plan by one million shares, resulting in an aggregate of 13.5 million shares of common stock issuable under the 2015 Plan. Stockholders representing a majority in voting power of the Company approved the amendment to the 2015 Plan on September 6, 2017 and the amendment was effective on January 8, 2018.

On April 19, 2018, the Board adopted the Fluent 2018 Stock Incentive Plan (the “2018 Plan”), and the Company’s stockholders approved the 2018 Plan on June 6, 2018. Subject to adjustment, the number of shares of common stock available for issuance under the 2018 Plan is equal to ten percent of the Company’s issued and outstanding shares of common stock. The primary purpose of the 2018 Plan is to attract, retain, reward, and motivate certain individuals by providing them with an opportunity to acquire or increase a proprietary interest in Fluent and to incentivize them to expend maximum effort for Fluent’s growth and success, so as to strengthen the mutuality of the interests between such individuals and the Fluent stockholders. The Company has in the past and may in the future grant awards to its employees to meet these goals, including RSUs and stock options. The 2018 Plan authorizes the issuance of ten percent of the Company’s issued and outstanding shares of common stock from time to time.

### Securities Authorized for Issuance Under Equity Compensation Plans

The following table summarizes compensation plans under which our equity securities are authorized for issuance as of December 31, 2020.

<b>Plan category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted average exercise price of outstanding options warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>
Equity compensation plans approved by security holders (1)	6,504,430 (2)	\$ 4.19 (3)	2,266,857
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>6,504,430</b>	<b>\$ 4.19</b>	<b>2,266,857</b>

- (1) The equity compensation plans approved by security holders include the 2008 Plan, 2015 Plan and 2018 Plan.
- (2) Includes 3,377,097 shares to be issued upon the vesting of RSUs.
- (3) The weighted-average exercise price does not reflect the shares that will be issued in connection with the vesting of RSUs, as RSUs have no exercise price.

**PROPOSAL 3**  
**NON-BINDING ADVISORY VOTE**  
**“SAY-ON-PAY”**

The Dodd-Frank Wall Street Reform and Consumer Protection Act, enacted in July 2010, and Section 14A of the Exchange Act, require that we provide our stockholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in this proxy statement as described in the Compensation Discussion and Analysis, the executive compensation tables and the narrative discussion in accordance with the compensation disclosure rules of the SEC (commonly known as a “Say-on-Pay” proposal). At the Meeting, the Company will present its Say-on-Pay proposal for approval.

This Say-on-Pay proposal is set forth in the following resolution:

RESOLVED, that the stockholders of Fluent, Inc. approve, on an advisory basis, the compensation of its named executive officers, as disclosed in the Fluent, Inc. Proxy Statement for the 2021 Annual Meeting of Stockholders, pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the information included in the compensation tables, the potential payments upon termination or change in control table and any related information found in the proxy statement of Fluent, Inc.

Because your vote on this proposal is advisory, it will not be binding on the Board, the Compensation Committee, or the Company. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

**The Role of Stockholder Say-on-Pay Votes**

The Board, Compensation Committee, and management value the opinions of our stockholders. We provide our stockholders with the opportunity to cast an advisory vote to approve named executive officer compensation, including compensation that may be paid in connection with a change in control or a termination. At our annual meeting of stockholders held in June 2020, approximately 95.8% of the stockholders who voted on the Say-on-Pay proposal voted in favor of the compensation of our named executive officers as disclosed in our 2020 proxy statement. Although the advisory Say-On-Pay vote is non-binding, our Compensation Committee has considered the outcome of the vote and determined not to make material changes to our executive compensation programs because the Compensation Committee believes this advisory vote indicates considerable stockholder support for our approach to executive compensation. Our Compensation Committee will continue to consider the outcome of our Say-on-Pay votes when making future compensation decisions for our named executive officers.

**Vote Required and Board Recommendation**

The advisory vote on the Say-on-Pay proposal requires the affirmative vote of the holders of a majority in voting power of the shares of common stock which are present in person or by proxy at the Meeting and entitled to vote.

The Board unanimously recommends a vote “**FOR**” the Say-on-Pay proposal.

**PROPOSAL 4**  
**NON-BINDING ADVISORY VOTE**  
**“SAY-ON-FREQUENCY”**

Section 14A of the Exchange Act provides that stockholders must be given the opportunity to vote, on a non-binding, advisory basis, for their preference as to how frequently we should seek future advisory votes on the compensation of our named executive officers, which we refer to as “say-on-frequency.” By voting with respect to this Proposal 4, stockholders may indicate whether they would prefer that we conduct future “say-on-pay” votes once every year, every two years, or every three years. Stockholders, if they wish, also may abstain from casting a vote on this proposal.

After careful consideration, our Board has determined that a say-on-pay vote on executive compensation once every year is the best approach for the Company, and therefore our Board recommends that you vote for a **one year** interval between the say-on-pay votes.

Our Board recognizes the importance of stockholder input on executive compensation and has determined that a say-on-pay vote every year will provide our stockholders with adequate input. Our Board believes that an annual vote cycle gives our Board sufficient time to thoughtfully consider the results of the advisory vote and implement any desired changes to our executive compensation policies and procedures, and will provide investors sufficient time to evaluate the effectiveness of our executive compensation program as it relates to the business outcomes of the Company.

As with your vote on Proposal 3 above, your vote on this Proposal 4 is advisory, and therefore not binding on the Company, the Board or the Compensation Committee, and the Board may decide that it is in the best interests of our stockholders and the Company to hold an advisory vote on executive compensation more or less frequently than the option approved by our stockholders. However, our Board and our Compensation Committee value the opinions of our stockholders and we will take our stockholders’ preferences into account in making determinations regarding the frequency of the say-on-pay vote.

**Vote Required and Board Recommendation**

The voting frequency option that receives the highest number of votes cast by stockholders will be deemed the frequency for the advisory vote on executive compensation that has been selected by stockholders.

The Board unanimously recommends a vote for “**ONE YEAR**” on the Say-on-Frequency Proposal.

## BENEFICIAL OWNERSHIP OF SECURITIES

The following table sets forth certain information regarding the beneficial ownership of common stock of the Company as of April 27, 2021 (or such other date as provided below), by (i) all named executive officers, (ii) all current executive officers (iii) all current directors, (iv) all current executive officers and directors of the Company as a group, and (v) each person known by the Company to beneficially own in excess of 5% of the Company's outstanding common stock. Unless noted otherwise, the corporate address of each person listed below is 300 Vesey Street, 9th Floor, New York, New York 10282.

For each listed person, the number of shares of common stock and percent of such class listed assumes the conversion or exercise of any equity securities owned by such person that are or will become convertible or exercisable, and the exercise of stock options and the vesting of restricted stock units, if any, that will vest, within 60 days of April 27, 2021, but does not assume the conversion, exercise or vesting of any such equity securities owned by any other person.

The Company does not know of any other beneficial owner of more than 5% of the outstanding shares of common stock other than as shown below. Unless otherwise indicated below, each stockholder has sole voting and investment power with respect to the shares beneficially owned.

<b>Current Named Executive Officers and Current Directors/Nominees</b>	<b>Common Stock Beneficially Owned</b>	<b>Percentage of Common Stock Beneficially Owned (1)</b>
<i>Current Named Executive Officers:</i>		
Ryan Schulke	9,597,869 (2)	12.3%
Matthew Conlin	8,367,570 (3)	10.7%
Alexander Mandel	83,516 (4)	*
Donald Patrick	318,516 (5)	*
<i>Current Directors/Nominees:</i>		
Donald Mathis	97,805 (6)	*
Carla S. Newell	— (7)	*
Barbara Shattuck Kohn	8,333 (8)	*
<i>All current Directors and Executive Officers as a group (7 persons)</i>	16,473,609 (9)	21.4% (9)
<i>5% Holders:</i>		
Dr. Phillip Frost	18,784,874 (10)	24.0%
JB Capital Partners, L.P.	5,821,219 (11)	7.4%
Funds affiliated with Wellington Management Group LLP	4,561,243 (12)	5.8%

\* The person beneficially owns less than 1% of the Company's outstanding common shares.

- (1) Based on 78,203,269 shares of common stock outstanding at April 27, 2021.
- (2) Mr. Schulke also serves a director of the Company. Mr. Schulke's shares include (i) 6,542,990 shares held directly, (ii) 2,000,000 shares held by RSMC Partners, LLC, of which Mr. Schulke is a member, (iii) 85,500 shares held by The Schulke Inn Family Foundation Trust, in which the Mr. Schulke serves as Co-Trustee, and (iv) 969,379 shares held by The Ryan Schulke 2020 GRAT, of which Mr. Schulke is Trustee, and do not include (i) 550,000 RSUs that were fully vested as of January 1, 2019 but are subject to deferred delivery, (ii) 50,000 RSUs that were fully vested as of February 1, 2020 but are subject to deferred delivery, and (iii) 80,000 RSUs that vest in three annual installments beginning on March 1, 2019 but are subject to deferred delivery. Mr. Schulke may be deemed to have shared voting control over the shares owned by Dr. Frost and Frost Gamma Investments Trust ("Frost Gamma") by virtue of a Stockholders' Agreement, pursuant to which Dr. Frost and Frost Gamma agreed to vote in favor of Mr. Schulke's nominees for the Company's board of directors. This table does not reflect Mr. Schulke's ownership interest in these shares. If Mr. Schulke were deemed to have a beneficial ownership interest in these shares, Mr. Schulke would own 28,382,743 shares, or 36.3% of the Company's outstanding common shares.
- (3) Mr. Conlin also serves as a director of the Company. Mr. Conlin's shares include (i) 5,300,000 shares held directly, (ii) 2,000,000 shares held by RSMC Partners, LLC, of which Mr. Conlin is a member, (iii) 67,570 shares held by the Conlin Family Foundation Trust, (iv) 160,000 shares held by Matthew Conlin 2020 A Grantor Retained Annuity Trust, of which Mr. Conlin is Trustee, and (v) 840,000 shares held by Matthew Conlin 2020 B Grantor Retained Annuity Trust, of which Mr. Conlin is Trustee, and do not include (i) 550,000 RSUs that were fully vested as of January 1, 2019 but are subject to deferred delivery, (ii) 50,000 RSUs that were fully vested as of February 1, 2020 but are subject to deferred delivery, and (iii) 80,000 RSUs that vest in three annual installments beginning on March 1, 2019 but are subject to deferred delivery.

- (4) Mr. Mandel's shares do not include (i) 25,000 RSUs that will vest on February 1, 2022, (ii) 131,250 RSUs that will vest in three annual installments, beginning on February 1, 2022, and (iii) 308,000 shares of common stock subject to options exercisable as early as February 1, 2020.
- (5) Mr. Patrick's shares do not include (i) 168,750 RSUs that will vest in three annual installments, beginning on February 1, 2022, (ii) 33,334 RSUs that will vest in two annual installments, beginning on March 1, 2022, and (iii) 396,000 shares of common stock subject to options exercisable as early as February 1, 2020.
- (6) Mr. Mathis' shares do not include (i) 8,866 RSUs that will vest on June 6, 2021, (ii) 10,151 RSUs that will vest in two annual installments, beginning on June 5, 2021, (iii) 36,128 RSUs that will vest in three equal annual installments, beginning on June 3, 2021, and (iv) 35,000 RSUs that will vest in three annual installments, beginning on March 1, 2022.
- (7) Ms. Newell's shares do not include (i) 25,000 RSUs that will vest in three annual installments, beginning on October 1, 2021, and (ii) 35,000 RSUs that will vest in three annual installments, beginning on March 1, 2022.
- (8) Ms. Shattuck Kohn's shares do not include (i) 16,667 RSUs that will vest in two annual installments, beginning on December 9, 2021, (ii) 36,128 RSUs that will vest in three equal annual installments, beginning on June 3, 2021, and (iii) 35,000 RSUs that will vest in three annual installments, beginning on March 1, 2022.
- (9) The 2,000,000 shares held RSMC Partners, LLC, which are deemed beneficially owned by both Mr. Schulke and Mr. Conlin, are counted only once for this calculation.
- (10) Dr. Frost's shares include 18,734,874 owned by Frost Gamma and 50,000 shares held by Dr. Frost directly, based on the Schedule 13D/A filed by Dr. Frost and Frost Gamma on February 14, 2019. Dr. Frost is the trustee of Frost Gamma. Frost Gamma L.P. is the sole and exclusive beneficiary of Frost Gamma. Dr. Frost is one of two limited partners of Frost Gamma L.P. The general partner of Frost Gamma L.P. is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is also the sole shareholder of Frost-Nevada Corporation. Frost Gamma's address is 4400 Biscayne Blvd., Suite 1500, Miami, FL 33137. Dr. Frost and Frost Gamma may be deemed to share voting control of these shares with Mr. Schulke by virtue of the Stockholders' Agreement described in Note (2) above.
- (11) Solely based on the Company's review of the Schedule 13G/A filed by JB Capital Partners, L.P. and Alan W. Weber on February 10, 2021. Mr. Weber is the general partner of JB Capital Partners, L.P. and has shared dispositive power over these shares. The address for Mr. Weber and JB Capital Partners, L.P. is 5 Evans Place, Armonk, NY 10504.
- (12) Solely based on the Company's review of filings made on Schedule 13G with the SEC by Wellington Management Group LLP ("Wellington Management"), Wellington Trust Company, NA ("Wellington Trust"), and Wellington Trust Company, National Association Multiple Common Trust Funds Trust, Micro Cap Equity Portfolio ("Wellington Microcap," and collectively with Wellington Management and Wellington Trust, the "Wellington Entities") with the SEC on February 3, 2021, for their holdings as of December 31, 2020. Each such entity reported that it has shared power to vote 4,561,243 shares of common stock and shared power to dispose of 4,561,243 shares of common stock, except for Wellington Micro Cap, which reported that it has shared power to vote 3,373,158 shares of common stock and shared power to dispose of 3,373,158 shares of common stock. Each of the Wellington Entities' principal business office address is c/o Wellington Management Company LLP, 280 Congress Street, Boston, MA 02210.

#### **DELINQUENT SECTION 16(A) REPORTS**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires directors and executive officers of the Company and ten percent stockholders of the Company to file initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company with the SEC. Directors, executive officers, and ten percent stockholders are required to furnish the Company with copies of all Section 16(a) forms they file. To the Company's knowledge, based solely on a review of copies of such reports furnished to the Company during and/or with respect to the year that ended on December 31, 2020 and during 2021 through the date of this proxy statement, the Company is not aware of any late or delinquent filings required under Section 16(a) of the Exchange Act in respect of the Company's equity securities, other than Mr. Frawley, who filed one late report with respect to one transaction, Mr. Mathis, who filed two late reports with respect to two transactions, Ms. Newell, who filed two late reports with respect to two transactions, and Ms. Shattuck Kohn, who filed two late reports with respect to two transactions. Each of the transactions in the foregoing late reports was an award of RSUs.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Audit Committee reviews and approves transactions in which the Company was or is to be a participant, in which the amount involved exceeded or will exceed the lesser of \$120,000 or one percent of the average of the Company's total assets at year-end for the last two completed fiscal years, and in which any of its directors, executive officers or their immediate family members had or will have a direct or indirect material interest. The Audit Committee is responsible for reviewing and, if appropriate, approving or ratifying any related party transactions.

The Company earns revenue and incurs expenses from a client in which the Company's Chief Executive Officer holds a significant ownership interest. For the year ended December 31, 2020, the Company recognized revenue from this client of approximately \$356,000 for customer acquisition services provided to this client.

## HOUSEHOLDING

As permitted by rules adopted by the SEC, we are delivering a single Notice of Internet Availability of Proxy Materials, annual report and proxy statement, as applicable, to any household at which two or more stockholders reside if we believe the stockholders are members of the same family, unless otherwise instructed by one or more of the stockholders. We will promptly deliver separate copies of these documents upon the written or oral request of any stockholders at a shared address to which a single copy of the documents were delivered.

If your household received a single set of any of these documents, but you would prefer to receive your own copy, or if you share an address with another stockholder and together both of you would like to receive only a single set of these documents, please contact Broadridge and inform them of your request by calling them at (866) 540-7095 or writing them at Household Department, 51 Mercedes Way, Edgewood, NY 11717. Be sure to include your name, the name of your brokerage firm and your account number with your brokerage firm (if applicable).

## OTHER MATTERS

A copy of our Form 10-K for the year ended December 31, 2020, without exhibits, is being mailed with this proxy statement. Stockholders are referred to the Form 10-K for financial and other information about the Company.

Additional copies of our Form 10-K for the year ended December 31, 2020 may be obtained without charge by writing to Daniel Barsky, General Counsel and Corporate Secretary, 300 Vesey Street, 9th Floor, New York, New York 10282 or by telephone at (646) 669-7272. Exhibits will be furnished upon request. The SEC maintains a web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of such site is <http://www.sec.gov>.

We will pay for the cost of soliciting proxies. Proxies may be solicited on our behalf by our directors, officers or employees in person or by telephone, electronic transmission and facsimile transmission, but such persons will not receive any special compensation for such services. We will reimburse banks, brokers and other custodians, nominees and fiduciaries for their out-of-pocket costs of sending the proxy materials to our beneficial owners.

As of the date of the filing of this Proxy Statement, we are not aware of any matters to be raised at the Meeting other than those referred to in this Proxy Statement. If other matters are properly presented at the Meeting for consideration, the persons named in the form of proxy will vote the shares they represent in their discretion.



[This page intentionally left blank]

[This page intentionally left blank]



