

COMPENSATION COMMITTEE CHARTER
of
THE RUBICON PROJECT, INC.

1. Members. The Board of Directors (the “Board”) of The Rubicon Project, Inc. (the “Company”) appoints a Compensation Committee of at least three members, consisting entirely of independent directors, and designates one member as chairperson or delegates the authority to designate a chairperson to the Compensation Committee. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange (“NYSE”) standards of “independence” for directors and compensation committee members, as determined by the Board. Additionally, members of the Compensation Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. A subsequent determination that any member of the Compensation Committee does not qualify as a “non-employee director” or an “outside director” will not invalidate any previous actions by the Compensation Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

2. Purpose, Duties, and Responsibilities. The purpose of the Compensation Committee is to assist the Board in discharging its oversight responsibilities relating to (i) compensation of the Company’s directors, executive officers, and such other senior officers as the Board or the Compensation Committee determines, and (ii) implementation and administration of the Company’s compensation, equity, and employee benefit plans and programs. The Compensation Committee’s function is one of oversight and shall not relieve management of its responsibilities. This charter will not limit the ability of the Board to delegate to the Compensation Committee matters not addressed herein. Delegation of authority to the Compensation Committee will not limit the authority of the Board. Among its specific duties and responsibilities, the Compensation Committee will:

- (a) Oversee the Company’s overall compensation philosophy, policies and programs, and assess whether the Company’s compensation philosophy establishes appropriate incentives for management and employees.
- (b) Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives, approve the grant of equity awards to the CEO, set the CEO’s compensation level based on this evaluation, and report to the Board on its decisions. The CEO may not be present during voting or deliberations on his or her compensation.
- (c) Oversee the evaluation of other executive officers and such other senior officers as the Board or the Compensation Committee determines, approve the grant of equity awards to other executive officers and such other senior officers, set the compensation of other executive officers and such other senior officers based upon the recommendation of the CEO, and report to the Board on its decisions.

- (d) Make recommendations to the Board with respect to the Company's incentive compensation and equity-based compensation plans that are subject to Board approval, and approve, and amend or modify other compensation and benefit plans as appropriate. Exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans including, without limitation, the authority to interpret the terms thereof, to approve awards thereunder or to delegate such responsibilities to the CEO with respect to employees other than executive officers.
- (e) Oversee the administration and operation of the Company's compensation and benefit plans and programs that are to be administered by the Board or a Committee thereof, except in situations in which the Board elects to act as administrator.
- (f) Review and recommend to the Board employment and severance arrangements for executive officers and such other senior officers as the Board or the Compensation Committee determines, including employment agreements and change-in-control provisions, plans or agreements, and report to the Board on its decisions.
- (g) Annually review compliance by directors, executive officers and such other senior officers as the Board or the Compensation Committee determines with the Company's stock ownership guidelines.
- (h) Periodically review the compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.
- (i) Oversee succession planning for positions held by officers and such other senior officers as the Board or the Compensation Committee determines, and review succession planning and management development at least annually with the Board, including recommendations and evaluations of potential successors to fill these positions.
- (j) Exercise, as necessary and appropriate in the Committee's discretion, all of the authority of the Board with respect to the election of officers of the Company during periods between the regular meetings of the Board.
- (k) Oversee, and periodically review and make recommendations to the Board with respect to, executive officer and director indemnification and insurance matters.
- (l) Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy

statement, and oversee preparation of the compensation committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.

- (m) Assess the results of the Company's most recent advisory vote on executive compensation, if any.
- (n) Oversee the assessment of the risks related to the Company's compensation policies and programs applicable to officers and employees, and report to the Board on the results of this assessment.
- (o) At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.
- (p) Oversee the Company's engagement efforts with stockholders on the subject of executive compensation.
- (q) Annually evaluate the performance of the Compensation Committee and the adequacy of the Committee's charter.

3. Subcommittees. The Compensation Committee may delegate its duties and responsibilities to one or more subcommittees, each consisting of one or more members of the Committee, as it determines appropriate.

4. Outside advisers. The Compensation Committee will have the authority, in its sole discretion, to retain or obtain the advice of such consultants, outside counsel and other advisers as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist in the evaluation of director, CEO or executive compensation. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisers retained by the Compensation Committee, and will receive appropriate funding, as determined by the Compensation Committee, from the Company for payment of compensation to any such advisers. The Company shall provide the Committee with adequate staff support and resources to discharge its responsibilities. The Compensation Committee will assess the independence of consultants, outside counsel and other advisers (whether retained by the Compensation Committee or management) that provide advice to the Compensation Committee, in accordance with NYSE listing standards.

5. Meetings. The Compensation Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Compensation Committee determines. The majority of the members of the Compensation Committee constitutes a quorum. The Compensation Committee will report regularly to the full Board with respect to its activities.