

**SMITH MICRO SOFTWARE, INC.
MERGERS AND ACQUISITIONS COMMITTEE CHARTER**

I. GENERAL FUNCTIONS, AUTHORITY AND ROLE

The Mergers and Acquisitions Committee (sometimes referred to herein as the “Committee”) is a committee of the board of directors (the “Board of Directors” or “Board”) of Smith Micro Software, Inc. (the “Company”). Its primary function shall be to evaluate and review potential acquisition targets, strategic investments and divestitures and to make recommendations to the Board. The Mergers and Acquisitions Committee shall have the authority to take all actions on behalf of the Board as set forth in this charter.

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to engage outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The responsibilities of a member of the Mergers and Acquisitions Committee shall be in addition to such member’s duties as a member of the Board.

II. MEMBERSHIP

The membership of the Mergers and Acquisitions Committee shall consist of at least two members of the Board who shall serve at the pleasure of the Board. All members of the Mergers and Acquisitions Committee shall be disinterested directors who meet the independence and experience requirements of the Nasdaq Stock Market, Inc. or similar requirements of such other securities exchange or quotation system as may from time to time apply to the Company (including any applicable exceptions therefrom as may be in the best interests of the Company and its stockholders).

Mergers and Acquisition Committee members and the Committee chair shall be appointed annually by a majority of the full Board of Directors upon the recommendation of the Governance and Nominating Committee of the Board. Vacancies on the Committee shall be filled by a majority vote of the Board of Directors at the next meeting following the occurrence of the vacancy or as soon as practicable thereafter. No member of the Committee may be removed except by majority vote of the independent directors then in office.

III. RESPONSIBILITIES

The responsibilities of the Mergers and Acquisitions Committee shall be as follows:

- The Committee will meet once annually, or more frequently as circumstances dictate. A majority of the members of the Committee will constitute a quorum for the transaction of business and a majority vote will be required to pass an action. In the event that only two members are present, and that number creates a quorum, then a unanimous vote of the two members present will be required to pass an action. Voting may be conducted verbally and the results, along with all other business conducted at each meeting, shall be recorded in the minutes and made available for review by any member of the Board.
- Review and provide guidance to management and the Board with respect to the Company’s acquisitions, strategic investments and divestiture strategies. In connection with such a review, the Mergers and Acquisitions Committee has the following authority and responsibilities:
 - For cash acquisitions, strategic investments or divestitures totaling one million dollars or less, the Mergers and Acquisitions Committee shall have the authority to authorize such transactions without further action or approval by the Board, unless such Board action or approval is otherwise required

by applicable law or the Nasdaq Stock Market, Inc. Any such transaction totaling more than such amount shall require the approval of the full Board, in addition to any approvals required by applicable law or by applicable listing standards.

- Assist management and the Board with identification of acquisition, strategic investment and divestiture opportunities.
- Oversee management and the Board's due diligence process with respect to proposed acquisitions, strategic investments and divestitures.
- Provide a report of its meetings and activities to the full Board on a regularly scheduled basis.
- Regularly review and make recommendations about changes to the charter of the Mergers and Acquisitions Committee.
- Perform such other functions as may be assigned by law, the applicable listing standards, Securities and Exchange Commission rules, the Company's certificate of incorporation or bylaws, or the Board.
- For the avoidance of doubt, the Mergers and Acquisitions Committee shall not have the authority, acting unilaterally, to approve, adopt or recommend to the stockholders of the Company, any action or matter expressly required by applicable law to be submitted to the stockholders of the Company for approval.