

**ANCESTRY.COM INC.**

**CHARTER of the NOMINATING AND CORPORATE GOVERNANCE**

**COMMITTEE of the BOARD OF DIRECTORS**

This Nominating and Corporate Governance Committee Charter (this “Charter”) was adopted effective February 1, 2010 by the Board of Directors (the “Board”) of Ancestry.com Inc. (the “Company”).

**I. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to:

1. Identify individuals qualified to become Board members (consistent with criteria approved by the Board);
2. Recommend to the Board director candidates for election at the annual meeting of stockholders;
3. Develop and recommend to the Board a set of corporate governance principles; and
4. Perform a leadership role in shaping the Company’s corporate governance.

*Additional Powers Delegable by the Board.* In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws.

The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate, without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion.

While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

The Committee shall have the authority to delegate its authority to sub-committees, as the Committee deems appropriate consistent with applicable laws, rules and regulation; provided, that any sub-committees shall report any actions taken by them to the whole Committee at its next regularly scheduled meeting.

## **II. MEMBERSHIP**

*Number.* The Committee shall consist of no fewer than two members of the Board.

*Appointment and Removal.* Committee members shall be appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. Committee members may be removed from the Committee, with or without cause, by the Board.

*Committee Chairperson.* The Board of Directors shall designate one member as chairperson (the “Chairperson”) or shall delegate the authority to designate a chairperson to the Committee.

*Qualifications.* Following the Company’s listing on the Nasdaq Global Select Market and in accordance with the transition provisions of the rules of the Nasdaq Stock Market applicable to newly public companies, each member of the Committee shall, by the date required by the rules of the Nasdaq Stock Market, be (i) an “independent” director of the Company in accordance with Nasdaq Stock Market Rule 5605(a)(2), or any successor provision and (ii) independent according to any additional standards of independence that may be adopted by the Board from time to time.

Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein. Any valid action taken by the Board of Directors of the Company from time to time consistent with the Company’s certificate of incorporation and bylaws and any applicable laws and regulations shall have the same effect as if such action had been taken by this Committee.

## **III. MEETINGS AND PROCEDURES**

*Frequency of Meetings.* The 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 Committee shall determine with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chairperson.

*Duties of the Chairperson.* The Chairperson (or in his or her absence, a member designated by the Chairperson) shall preside at each meeting of the Committee and set the agendas for Committee meetings.

*Quorum.* The majority of the members of the Committee shall constitute a quorum for the transaction of business.

*Minutes.* The Committee shall keep a book of the minutes of their proceedings and actions.

*Discretion to Establish Procedures.* The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

*Regular Reporting to Board.* The Committee shall report regularly to the full Board with respect to its activities.

*Attendance by Directors, Management of the Company and Others.* The Committee may, at its discretion, include in its meetings other Directors, members of management of the Company, representatives of the independent auditor, any internal auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate.

*Discretion to Exclude Persons.* The Committee may exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director that is not a member of the Committee.

#### **IV. POWERS AND RESPONSIBILITIES**

The following duties, responsibilities and authority have been delegated by the Board to the Committee:

1. The Committee shall develop and recommend to the Board criteria for identifying and evaluating director candidates. In determining the composition of the Board, the range or diversity of skills, experience, age, industry knowledge and other factors in the context of the needs of the Board, as well as applicable rules and regulations regarding director independence should be considered.
2. The Committee shall identify, review the qualifications of and recruit candidates for election to the Board.
3. The Committee shall assess the contributions, independence, skills and characteristics of all individual members and the skills and characteristics of the Board as a whole and review this assessment with the Board in determining whether to recommend incumbent directors for reelection to the Board.
4. The Committee shall establish a procedure for the consideration of Board candidates recommended by the Company's stockholders.
5. The Committee shall recommend to the Board candidates for election or reelection to the Board at each annual stockholders' meeting.
6. The Committee shall recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

7. The Committee shall develop and recommend to the Board the Company's Corporate Governance Guidelines, and should annually review and recommend changes as appropriate to the Company's Corporate Governance Guidelines.
8. The Committee shall administer the Company's Code of Business Conduct and Ethics and review the Company's Code of Business Conduct and Ethics periodically in conjunction with the Board.
9. The Committee shall make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees.
10. The Committee shall recommend to the Board candidates for appointment to Board committees and may consider periodically rotating directors among the committees.
11. The Committee shall review directorships in other public companies held by or offered to directors and executive officers of the Company.
12. The Committee shall review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
13. The Committee shall be responsible for overseeing the orientation program, if any, for new directors and continuing education for current directors.
14. The Committee shall at least annually evaluate its performance with respect to the requirements of this Charter and the adequacy of this Charter and recommend any proposed changes to the Board for its consideration.
15. The Committee will have the authority to retain at the expense of the Company such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisors retained by the committee.
16. The Committee shall oversee an annual evaluation of each Director's individual performance.
17. The Committee shall oversee an annual assessment of any diversity policy that the Board or the Committee may determine to implement.
18. The Committee, on behalf of the Board, shall oversee the principal risk exposures facing the Company and the Company's mitigation efforts in respect to such risks, including but not limited to financial reporting risks and credit and liquidity risks. In connection with this oversight, the Committee shall discuss with management the Company's principal risk exposures and the steps management has taken to monitor and control such exposures including the Company's risk assessment and risk management policies.