

ZILLOW GROUP, INC.
Nominating and Governance Committee Charter
March 21, 2017

Purpose and Authority

The purpose of the Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Zillow Group, Inc. (the “*Company*”) is to (a) identify individuals qualified to become members of the Board, (b) approve and recommend to the Board candidates for election as directors, (c) oversee evaluations of the Board and its Committees, and (d) develop, periodically review, monitor and recommend to the Board corporate governance principles and policies applicable to the Company. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

The Committee shall have the sole authority to retain and terminate any search firm that is used to identify director candidates, including the sole authority to approve fees and other retention terms. As the Committee deems appropriate, it may retain independent counsel and other advisors to assist the Committee in carrying out its duties without seeking Board approval with respect to the selection, fees or terms of engagement of any such advisors. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to the Committee’s independent counsel and other advisors as it deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

To the extent permitted by applicable law, regulations and listing requirements, as the Committee deems appropriate, it may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

Composition

Independence

The Committee shall be composed of at least two directors, each of whom shall, as determined by the Board, meet the independence standards established by the Board and applicable laws, regulations and listing requirements applicable to the Company from time to time.

Appointment and Removal of Members

The members of the Committee shall be appointed by the Board. The Board may remove any member from the Committee at any time with or without cause.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities, in addition to any duties and responsibilities assigned to the Committee from time to time by the Board.

Director Selection

1. Approve and recommend for Board consideration candidates for election as directors based on the Director Selection Guidelines outlined in **Exhibit A** to this Charter, including candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
2. Periodically review and recommend to the Board appropriate revisions to the Director Selection Guidelines outlined in **Exhibit A** to this Charter.
3. Determine procedures for the identification, evaluation, approval and recommendation of director candidates, as appropriate, including with respect to director candidates recommended by the Company's shareholders.

Board Committee Matters

4. Recommend to the Board, as appropriate, the number, type, functions, structure and independence of Board committees.
5. Determine criteria and procedures for selection of Board committee members and chairs, as appropriate.
6. Make recommendations to the Board, at least annually, regarding membership of directors on Board committees and advise the Board and/or committees with regard to selection of chairs of committees.

Board and Board Performance

7. Periodically review and make recommendations to the Board regarding the appropriate size and composition of the Board.
8. Recommend to the Board standards regarding Company's definition of "independence" as such term relates to directors (taking into account, among other things, applicable listing requirements, and laws and regulations applicable to the Company from time to time).
9. Monitor compliance with established independence standards by non-employee directors.
10. Establish, coordinate and review with the Chair of the Board criteria and methods for at least annually evaluating the effectiveness of the Board and its Committees.

Board Leadership and Relationship to Senior Management

11. Develop and recommend to the Board procedures for selection of the Chair of the Board.
12. Monitor process and scope of director access to Company management and employees and communications between directors and Company management and employees.

Management Succession Planning

13. Develop guidelines for and monitor management succession planning.

Governance Policies

14. Develop, review and recommend to the Board, as appropriate, principles and policies relating to corporate governance, and monitor compliance with and the effectiveness of such principles and policies, as appropriate.
15. In consultation with the Audit Committee, develop and monitor compliance with the code of conduct applicable to the Company's directors, officers and employees pursuant to and to the extent required by laws, rules and regulations applicable to the Company from time to time.

Meetings

The Committee shall meet as often as necessary to fulfill the responsibilities set forth in this Charter. In the absence of a member designated by the Board to serve as chair of the Committee, the members of the Committee may appoint from among their number a person to preside at their meetings.

The Committee shall provide minutes of Committee meetings to the Board and report regularly to the Board on its activities.

Evaluation

The Committee shall annually review and reassess the adequacy of this Charter, including the Committee's structure, processes, and membership requirements, and, if appropriate, propose changes to the Board.

The Committee shall obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations for improvement.

EXHIBIT A

ZILLOW GROUP, INC. Director Selection Guidelines

The Charter of the Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Zillow Group, Inc. (the “*Company*”) requires the Committee to develop and periodically review and recommend to the Board appropriate revisions to these Director Selection Guidelines. The following guidelines have been adopted by the Board on the recommendation of the Committee.

Director Qualifications

When considering potential director candidates for nomination or election, directors should consider the following qualifications, among others, of each director candidate:

1. High standard of personal and professional ethics, integrity and values;
2. Broad training and experience at policy-making levels in business, government and/or education;
3. Experience working with public companies;
4. Willingness and ability to keep an open mind when considering matters affecting interests of the Company and its constituents;
5. Availability and willingness to devote the required time and effort to effectively fulfill the duties and responsibilities related to Board and committee membership;
6. Financial training and/or experience;
7. Commitment and ability to serve on the Board for multiple terms, if nominated and elected, to enable development of a deeper understanding of the Company's business affairs;
8. Willingness not to engage in activities or interests that may create a conflict of interest with a director's responsibilities and duties to the Company and its constituents; and
9. Commitment to act in the best interests of the Company and its constituents, and objectively assess Board, committee and management performances.

Board Composition Selection Criteria

The Board believes that its effectiveness depends on the overall mix of the skills and characteristics of its directors. Accordingly, the following factors, among others, relating to

overall Board composition should be considered when determining Board needs and evaluating director candidates to fill such needs:

1. Diversity (which we broadly construe to include, among other things, age, geography, professional experience, gender, race and ethnicity);
2. Industry knowledge (e.g., relevant industry association participation);
3. Skills and expertise (e.g., accounting or financial);
4. Leadership qualities;
5. Public company board and committee experience;
6. Independence;
7. Non-business-related activities and experience (e.g., academic, civic, public interest);
8. Board continuity (including succession planning);
9. Board size;
10. Number and type of committees, and committee sizes; and
11. Legal and exchange requirements and recommendations, and other corporate governance-related guidance regarding board and committee composition.

Selection Procedures

Potential director candidates should be referred to the Chair of the Committee for consideration by the Committee and possible recommendation to the Board. The Committee shall maintain a list of director candidates to consider and propose to the Board when appropriate and necessary. If necessary or desirable in the opinion of the Committee, the Committee will determine appropriate means for seeking additional director candidates, including engagement of any outside consultant to assist the Committee in the identification of director candidates.

The Committee will consider candidates recommended by shareholders pursuant to the procedures described herein and in the Company's other governing documents. To recommend director candidates, shareholders should submit their suggestions in writing to the Chair of the Committee, c/o the Corporate Secretary of the Company, providing the candidate's name, biographical data and other relevant information together with a consent from the suggested candidate to serve on the Company's Board if nominated and elected.

The Committee shall decide on the appropriate means for the review of individual director candidates, including current directors, and the recommendation of director candidates

to the Board. In the event of a vacancy on the Board, the Chair of the Committee shall initiate the effort to identify appropriate director candidates.