



## **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

### **Organization**

The Nominating and Governance Committee (the “Committee”) of the Board of Directors of Benefitfocus, Inc. (the “Company”) is established pursuant to Section 4.1 of the Bylaws of the Company. The Board of Directors will appoint Committee members annually for a term of one year. The Board of Directors may remove or replace any Committee member at any time. The Board of Directors will also appoint a chairperson for the Committee. The Committee will consist of not less than three nor more than five directors. All Committee members must meet the independence requirements of the listing standards of the Company’s principal stock exchange (subject to any applicable exceptions permitted under such listing standards) and any other applicable laws, rules and regulations governing independence. A majority of the Committee members will constitute a quorum.

### **Purpose**

The purpose of the Committee is to assist the Board in promoting the best interests of the Company and its stockholders through the implementation of sound corporate governance principles and practices. The Committee will accomplish this purpose by assisting the Board in identifying individuals qualified to become Board members and recommending to the Board director nominees for the annual meeting of stockholders, reviewing the composition of the Board and its committees, developing and recommending to the Board corporate governance guidelines and overseeing the annual review of Board, Board committee and director performance. The Committee shall take a leadership role in shaping the corporate governance policies and practices of the Company.

### **Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

#### *Nominations*

- Develop and recommend to the Board minimum qualifications for director nominees.
- Identify and evaluate potential candidates for all directorships to be filled by the Board of Directors or by the stockholders, in such manner as the Committee deems appropriate. In evaluating potential director nominees, the Committee shall take into account all factors, including diversity, it considers relevant and appropriate.
- Consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company Bylaws and as described in the Company’s Proxy Statement.

- Recommend to the Board a slate of nominees for election as directors at the Company's annual meeting of stockholders.
- Recommend to the Board individuals to be appointed as directors in connection with director vacancies and any newly created directorships.
- Review the size and composition of the Board and its committees, taking into account such factors as the business experience and specific areas of expertise of each director, and make recommendations to the Board as necessary.

#### *Governance*

- Develop and recommend to the Board appropriate corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes to the Board as necessary.
- Develop and recommend to the Board an annual self-evaluation process for the Board, its committees and individual directors. The Committee shall oversee the annual self-evaluation process.
- Make recommendations to the Board with respect to potential successors to the Company's Chief Executive Officer and Executive Chairman of the Board.
- Develop and recommend to the Board annual management succession and career development plans with respect to the Company's senior management, including the Chief Operating Officer, Chief Financial Officer, Chief Technology Officer, Chief Legal Officer, and any other officer the Board deems necessary or appropriate. The Chief Executive Officer may participate, in the Committee's discretion, in developing these plans.

#### *General*

- The Committee will meet at such times and places as it deems appropriate and will regularly update the Board of Directors about committee activities and recommendations.
- To carry out its duties and responsibilities, the Committee may retain a search firm to assist it in identifying director candidates and may also retain outside counsel and other advisors as it deems necessary. The Committee shall have sole authority to approve related fees and retention terms of any such search firm or other advisor.
- The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such search firm retained by the Committee.
- The Committee will review and assess the adequacy of this charter annually and recommend changes to the Board. The Board of Directors must approve any amendments to this charter.

---

Adopted by the Board of Directors on July 17, 2013.  
Amended by the Board of Directors on June 7, 2017.