



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

There will be a committee of the Board of Directors (the “**Board**”) of CommerceHub, Inc. (the “**Corporation**”) which will be called the Nominating and Corporate Governance Committee.

Statement of Purpose

The purposes of the Nominating and Corporate Governance Committee are (1) to identify individuals qualified to become Board members, and to, from time to time, recommend that the Board select the director nominees for the next annual meeting of shareholders; and (2) to review and recommend to the Board changes to the Corporate Governance Guidelines applicable to the Corporation.

Committee Membership

The Nominating and Corporate Governance Committee will consist of at least two members. The Nominating and Corporate Governance Committee will be composed of directors who satisfy the independence requirements of The Nasdaq Stock Market, Inc.

The members of the Nominating and Corporate Governance Committee will be appointed, and may from time to time be removed, by the Board.

Functions and Responsibilities

In furtherance of the purposes set forth above, the Nominating and Corporate Governance Committee will perform the functions and responsibilities enumerated herein as appropriate and will have all the powers of the Board necessary or desirable to perform such functions and responsibilities as may be delegated to a committee of the Board under Delaware law. Notwithstanding the enumeration of specific functions and responsibilities herein, the Nominating and Corporate Governance Committee believes that its policies and procedures should remain flexible, in order to facilitate its ability to respond to changing circumstances and conditions in fulfilling its responsibilities to the Corporation and its shareholders. The Nominating and Corporate Governance Committee may by resolution establish its own rules and regulations, including notice and quorum requirements for all meetings.

A. The Nominating and Corporate Governance Committee will develop qualification criteria for selecting director candidates and identify individuals qualified to become Board members for recommendation to the Board.

B. The Nominating and Corporate Governance Committee will have the authority to retain and terminate any search firm to be used to identify director candidates and will have sole authority to approve the search firm’s fees and other retention terms.

C. The Nominating and Corporate Governance Committee will oversee the evaluation of management of the Corporation and the Board and make recommendations to the Board as appropriate.

D. The Nominating and Corporate Governance Committee will, from time to time, review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.

E. The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees when appropriate.

ADOPTED, by the Corporation's Board of Directors on the [•] day of [•], 2016.