

Nominating and Governance Committee Charter

The Board of Directors (hereafter "the Board") of Remark Media, Inc. (hereafter the "Company") has adopted this charter for the Governance and Nominating Committee (hereafter the "Committee") to serve the best interests of the Company and its stockholders. This charter serves as a flexible framework in which the Committee may carry out its responsibilities and does not constitute a binding legal obligation. The charter should be interpreted in the context of all applicable laws, rules, regulations, and other governing legal documents. From time to time, the Board may modify this charter.

Purpose of the Committee

The purpose of the Governance and Nominating Committee is to:

- a. Recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board;
- b. Advise the Board with respect to the Board's composition, procedures and committees;
- c. Develop and recommend to the Board a set of corporate governance principles applicable to the Company; and
- d. Oversee the evaluation of the Board.

Composition of the Committee

The Committee shall be comprised of three or more directors. The members of the Audit Committee will comply with all applicable provisions of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission (SEC) and the NASDAQ Stock Market, including those relating to qualifications and independence.

Committee members shall be appointed by the Board. Members shall serve until their successors are duly elected and qualified. A Committee chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee. Subcommittees may be formed and delegated as appropriate and where not prohibited by law or regulation.

Meetings and Procedures

The Committee shall meet at least two times annually or more frequently if necessary to fulfill its duties. The Committee shall report to the Board on a regular basis and not less than once per year.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee shall undertake an annual review of its own performance to determine ways to improve its ability to discharge its responsibilities.

Responsibilities and Authority

- a. **Board Candidates and Nominees:** The Committee shall have the following objectives and responsibilities with respect to Board candidates and nominees:
 - To establish procedures for evaluating the suitability of potential director nominees;
 - To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Company, which recommendation shall be consistent with the Board's criteria for selecting new directors in the Company's Corporate Governance Guidelines; and
 - To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

- b. **Board Composition and Procedures:** The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:
- To review annually with the Board measures to be taken so that the Board (i) reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and (ii) contains the number of independent directors required by the Sarbanes-Oxley Act of 2002, the rules and regulations of the SEC, and the NASDAQ Stock Market;
 - To make recommendations on the frequency and structure of Board meetings; and
 - To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.
- c. **Board Committees:** The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:
- To make recommendations to the Board regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of the standing committees, and to recommend to the Board individual directors to fill any vacancy that might occur on the standing committees;
 - To monitor the functioning of the standing committees of the Board and to make recommendations for any changes, including the creation and elimination of any standing committee;
 - To review annually standing committee assignments and the policy with respect to the rotation of standing committee membership and chairs, and to make any recommendations to the Board; and
 - To recommend that the Board establish such special committees as may be desirable or necessary from time to time to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.
- d. **Corporate Governance:** The following shall be the goals and responsibilities of the Committee with respect to corporate governance:
- To develop and recommend to the Board a set of corporate governance principles for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance principles developed and recommended by the Committee shall address the following:
 - Director qualification standards and policies regarding director tenure, retirement, removal and succession;
 - Director responsibilities;
 - Director access to management and, as necessary and appropriate, independent advisors;
 - Director compensation;
 - Management succession;
 - To review periodically, and at least annually, the certificate of incorporation, Bylaws, and corporate governance principles adopted by the Board to make certain they are appropriate for the Company, and to recommend any changes to the Board;
 - To require that the Company publish its Corporate Governance Guidelines as required by the Sarbanes-Oxley Act of 2002, the rules and regulations of the SEC, and the NASDAQ Stock Market;
 - To meet with other committees of the Board as the Committee may deem necessary or appropriate to establish or evaluate the Company's Corporate Governance Guidelines;
 - To consider any other corporate governance issues that may arise from time to time, and to develop appropriate recommendations for the Board;
 - To develop, administer (itself and through the Company's Corporate Compliance Officer), and review periodically (at least every two years and upon recommendations made by the Corporate Compliance Officer) the Code of Business Conduct and Ethics applicable to directors, officers and employees of the Company to make certain that it is appropriate for the Company and complies with the requirements of applicable listing rules; and
 - Make certain that the independent directors meet in executive session, without management participation, at least annually.

- e. Evaluation of the Board and Management: The Committee shall be responsible for overseeing the evaluation of the Board as a whole. The Committee shall establish procedures to allow it to exercise this oversight function. These procedures shall be set forth in the corporate governance principles established by the Committee pursuant to this charter.

Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting its review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, orally or in writing, setting forth the results of its evaluation, including any recommended amendments to this charter and any recommended changes to the Company's or the Board's policies or procedures.

Access to Management and Outside Advisors

The Committee shall have access to the Company management and, as appropriate, to the Company's outside advisers. Committee members shall coordinate such access through the Chairman of the Board. The Committee may also retain outside advisors, at the expense of the Company, if it determines such steps are necessary to carry out its responsibilities.