

**CHARTER OF THE
COMPENSATION COMMITTEE
OF
BLUCORA, INC.**

(as amended and restated on March 7, 2013)

I. PURPOSE

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Blucora, Inc. (the "**Company**") shall be:

A. To discharge the Board's responsibilities relating to compensation of the members of the Company's Board of Directors ("**Directors**") and the Company's "**Executive Officers**" (*defined as all persons who are "named executive officers", as defined in SEC Regulation S-K; those defined as an "officer" or "executive officer" pursuant to SEC Rule 16a-1 or Rule 3b-7; any other management personnel who report directly to the CEO; and any other persons who, as determined by the Committee in its sole discretion, have compensation or authority of sufficient significance that they merit Committee review*), seeking to assure that appropriate incentives are in place, consistent with the Board's responsibility to maximize stockholder value;

B. To prepare the report that the rules of the U.S. Securities and Exchange Commission (the "**SEC**") require to be included in the Company's annual proxy statement; and

C. To provide general oversight of the Company's compensation structure including equity compensation plans and benefit programs.

II. POLICY

The policy of the Committee is to maximize long-term stockholder value by means of closely aligning the interests of the Directors and Executive Officers with the interests of the Company's stockholders. To achieve this goal, the Committee intends to:

A. Offer compensation opportunities that attract and retain executives whose abilities are critical to the long-term success of the Company;

B. Motivate individuals to perform at their highest level and reward outstanding achievement;

C. Maintain a significant portion of the executive's total compensation at risk, tied to achievement of specified financial, organizational, or management performance goals approved by the Board; and

D. Encourage executives to manage from the perspective of owners with an equity stake in the Company.

III. MEMBERSHIP AND PROCEDURES

A. Number. The Committee will consist of at least three members of the Board.

B. Independence. Each member of the Committee must be:

1. An **Independent Director**, as defined by NASDAQ Listing Rules §5605(a)(2) and as required by §5605(d) and as may also be required by any additional independence standards that may be adopted from time to time by the Board;

2. A **Non-Employee Director**, as defined in SEC Rule 16b-3; and

3. An **Outside Director**, as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

C. Appointment and Removal. The Committee members will be appointed by the Board. The entire Committee or any individual member of the Committee may be removed from the Committee by the Board, with or without cause.

D. Chairperson. The Board may designate a Chairperson of the Committee (the "**Chairperson**"). In the absence of such designation, the Committee may designate a Chairperson by majority vote of the Committee. From time to time the Chairperson may establish such rules as are necessary and proper for the conduct of the business of the Committee.

E. Meetings and Agenda. The Committee will meet at least four times each year, with additional meetings as appropriate. The Chairperson will establish the agenda, with input from management, other directors on the Committee, and the Board, as appropriate.

F. Executive Sessions. The Committee will meet as appropriate in separate executive sessions at which only Committee members are present and in private sessions with any advisor or consultant to the Committee. The Chief Executive Officer of the Company (the "**CEO**") may not be present during portions of meetings when the Committee is discussing his or her compensation.

G. Minutes and Reports to the Board. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee will summarize its examinations and recommendations to the Board as may be appropriate. As a matter of practice, the Committee shall discuss with the Board significant matters, such as material changes to Director or Executive Officer compensation and severance arrangements and other significant matters.

H. Authority to Engage Advisors; Subcommittees. In the course of its duties, the Committee has sole authority, at the Company's expense, to engage and terminate compensation consultants, outside counsel, or other advisors, with respect to the evaluation of Director, CEO, or other Executive Officer compensation, or other matters as the Committee deems advisable, to carry out its responsibilities, including the sole authority to approve fees and other retention terms. Prior to engaging any such advisor, the Committee shall consider whether the advisor is independent, using such factors as the Committee shall consider appropriate, including the factors set forth in applicable NASDAQ Listing Rules and SEC regulations. The Committee may form and delegate authority to subcommittees when appropriate.

I. Compensation. Members of the Committee shall receive fees for their service as Committee members as may be determined by the Board in its sole discretion. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as members of the Board or any committee thereof.

J. Membership Non-Conformance and Cure. As permitted by NASDAQ Listing Rules §5605(d)(3) or as otherwise deemed appropriate by the Committee, and to the extent permitted by applicable regulations, the membership of the Committee may deviate from the requirements set forth above. In the event of such non-conformance with the above requirements, the Committee will ensure compliance with the requirements set forth in NASDAQ Listing Rules §5605(d)(3), and will further ensure that any action that requires a vote of independent directors will either be delegated to an appropriate subcommittee or referred to another group of Board members who meet the applicable regulatory requirements.

IV. RESPONSIBILITIES

The following responsibilities of the Committee are set forth as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws and listing standards.

A. Executive Performance and Compensation. The Committee shall annually evaluate the performance of the CEO and the other Executive Officers in executive session and review and approve the CEO and other Executive Officers' (1) annual base salaries; (2) annual incentive bonuses, including the specific goals and amount; (3) equity awards; (4) employment agreements, severance arrangements and change in control agreements/provisions; and (5) any other benefits, compensation, or arrangements. In reviewing and approving such matters, the Committee shall consider such matters as it deems appropriate, including the Company's financial and operating performance, the alignment of the interests of the Directors and Executive Officers with the Company's stockholders, the performance of the Company's common stock and the Company's ability to attract and retain qualified individuals. The Chief Executive Officer of the Company (the "CEO") may not be present during portions of meetings when the Committee is discussing his or her compensation.

B. Director Compensation. The Committee will recommend to the Board for approval compensation policies and practices for directors for service on the Board and its committees. The Committee will regularly review these compensation policies and practices and recommend any changes to the Board for approval. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as a director.

C. Oversight of Equity-Based and Incentive Compensation Plans. The Committee (1) will supervise and administer the Company's incentive compensation and equity-based plans and may approve, amend, modify, interpret or ratify the terms of, or terminate, any such plan to the extent that such action does not require shareholder approval; (2) may grant awards under the Company's incentive compensation and equity-based plans; (3) may amend or modify any outstanding equity awards to the extent that such action does not require shareholder approval; and (4) make recommendations to the Board with respect to incentive-compensation plans and equity-based plans as appropriate.

D. Overall Compensation. The Committee will annually evaluate the Company's overall compensation structure, policies, programs and related practices with the goal of (1) ensuring that these support the Company's business goals and comply with applicable laws and regulations, and (2) evaluating whether the risks arising from the Company's compensation policies and practices for its employees would be reasonably likely to have a material adverse effect on the Company. This review will include all employee compensation, not just Director and Executive Officer compensation.

E. Public Disclosure; Committee Report. The Committee will review and discuss with management the Compensation Discussion & Analysis ("CD&A") for the Company's annual proxy statement, and, based on its review and discussions, the Committee may recommend to the Board that the CD&A be included in the Company's annual proxy statement. The Committee will provide a report in the Company's annual proxy statement in accordance with the rules and regulations of the SEC.

F. Annual Review. The Committee will annually review and reassess the adequacy of this charter, including the membership requirements, and the Committee's performance, structure, and processes.

G. Legal Compliance. The Committee shall review any issues concerning the legal compliance and maintenance of the Company's employee benefit plans.

H. Share Repurchase. The Committee may authorize the repurchase of shares from terminated employees to the extent permitted by applicable law.

I. Other Responsibilities. The Committee will perform other duties that the Board may from time to time request.