

**CHARTER OF THE
NOMINATING AND GOVERNANCE COMMITTEE OF
BLUCORA, INC.**

Amended February 1, 2010, and updated June 5, 2012

I. PURPOSE

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

- A.** To ensure that the Board is properly constituted to meet its fiduciary obligations to shareholders and the Company;
- B.** To identify and recommend to the Board qualified candidates to be nominated for election as directors, consistent with the requirements of the Company, the Company's Director Nomination Policy, and other considerations the Committee deems appropriate;
- C.** To develop the Company's Corporate Governance Guidelines and Director Nomination Policy for approval by the Board, to review regularly and recommend for Board approval any updates to those documents, as appropriate, and to monitor compliance with the Corporate Governance Guidelines;
- D.** To oversee the process for evaluations of the Board and its committees; and
- E.** To otherwise take a leadership role in shaping the corporate governance of the Company.

II. 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 an Independent Director, as defined by NASDAQ Listing Rules §5605(a)(2) and as required by §5605(e), and as may also be required by any additional independence standards that may be adopted from time to time by the Board.
- 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; Executive Sessions. The Committee will meet at least two 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. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or meet with any advisors or consultants to the Committee. 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.

F. 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.

G. 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 legal advisors, consultants, search firms, or other advisors, as the Committee deems advisable, to carry out its responsibilities, including the sole authority to approve fees and other retention terms. The Committee may form and delegate authority to subcommittees when appropriate.

H. 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.

III. RESPONSIBILITIES

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

A. Board and Committee Composition. The Committee has the following responsibilities related to Board composition and committees:

1. Annual Review of Board; Director Selection. Annually, the Committee assesses the size and composition of the Board in light of the operating requirements of the Company and other considerations the Committee deems appropriate. The Committee will present to the Board a list of individuals recommended for nomination as candidates for election as directors by shareholders at the Company's annual meeting. The Committee will supervise the

nomination process of a Lead Independent Director in the event such a position is required pursuant to the Company's Corporate Governance Guidelines.

2. New Directors. The Committee identifies and recruits new directors consistent with the Director Nomination Policy. Included in this process is the consideration of shareholder nominees for election to the Board. The Committee will conduct inquiries into the backgrounds and qualifications of potential director candidates as appropriate.

3. Committee Assignments. The Committee recommends to the Board the assignment of directors to committees of the Board, taking into account director skills and experience, committee needs, and compliance with the requirements of applicable laws, listing standards, and each committee's charter. The Committee will also consider whether to make any recommendation to the Board regarding the periodic rotation of directors among committees of the Board.

4. Orientation and Education. The Committee oversees the orientation provided to new directors and makes recommendations regarding continuing education programs for directors.

5. Independent Directors. The Committee will monitor compliance with established independence standards by the Board's non-employee directors.

6. Leadership Structure of the Board. The Committee shall review the leadership structure of the Board. Such review may include consideration of (a) separating the roles of CEO and chairperson of the Board, (b) independence of the chairperson of the Board, (c) the roles and responsibilities of the Lead Independent Director in the event such a position is necessary pursuant to the Company's Corporate Governance Guidelines, and/or (d) the roles and responsibilities of the chairperson of each committee of the Board.

B. Corporate Governance Guidelines and Director Nomination Policy. The Committee is responsible for establishing and annually reviewing the Corporate Governance Guidelines and the Director Nomination Policy and recommending for Board approval any updates, as appropriate, to such documents. The Committee will monitor compliance with the Company's Corporate Governance Guidelines.

C. Charter Documents. The Committee reviews proposed changes to the Company's Articles of Incorporation and Bylaws and makes recommendations for any changes to the Board.

D. Developments in Corporate Governance. The Committee will monitor, and periodically report to the Board, any significant developments in the law and practice of corporate governance and other matters relating to the duties and responsibilities of directors in general.

E. Board, Committee and Management Evaluations. The Committee oversees the annual self-evaluation of the Board and its committees.

F. Annual Review.

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

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