

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

Adopted February 12, 2003
Amended March 15, 2004

PURPOSE:

The purpose of the Nominating and Governance Committee is to ensure that the Board of Directors is properly constituted to meet its fiduciary obligations to shareholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Nominating and Governance Committee shall: (1) assist the board by identifying prospective director nominees and to recommend to the board the director nominees for the next annual meeting of shareholders; (2) develop and recommend to the board the governance principles applicable to the Company; (3) oversee the evaluation of the board; and (4) recommend to the board director nominees for each committee.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

- The Nominating and Governance Committee shall be comprised of no fewer than three (3) members.
- The members of the Nominating and Governance Committee shall meet the independence requirements of the Nasdaq National Market.
- The members of the Nominating and Governance Committee shall be appointed and replaced by the board.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

- Evaluate the current composition, organization and governance of the board and its committees, determine future requirements and make recommendations to the board for approval.
- Evaluate and propose nominees for election to the board pursuant to this Charter and the Company's Director Nomination Policy. In performing these tasks the Nominating and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates at the Company's expense and upon such terms as the Committee may establish.
- Oversee the board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
- Form and delegate authority to subcommittees when appropriate.

- Evaluate and make recommendations to the board concerning the appointment of directors to board committees, the selection of board committee chairs, and proposal of the board slate for election. Consider shareholder nominees for election to the board.
- Coordinate and approve board and committee meeting schedules.
- Make regular reports to the board.
- Review and re-examine this Charter annually and make recommendations to the board for any proposed changes. The board may modify or amend this Charter, the authority and responsibilities of the Committee set forth herein and the Director Nomination Policy at any time and from time to time.
- Annually review and evaluate its own performance.
- In performing its responsibilities, the Nominating and Governance Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors at the Company's expense and upon such terms as the Committee may establish.