

**MOVE, INC.**  
**CHARTER OF THE MANAGEMENT DEVELOPMENT AND COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

*December 4, 2012*

**I. Purpose**

The purpose of the Management Development and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Move, Inc. (the “Company”) is to discharge the Board’s responsibilities relating to management development and compensation of the Company’s executive officers and directors, in accordance with applicable rules and regulations, and to take such other actions, within the scope of this Charter of the Management Development and Compensation Committee of the Board of Directors (the “Charter”) and consistent with the Certificate of Incorporation and Bylaws of the Company, as the Committee deems necessary or appropriate. The Committee will fulfill these functions primarily by carrying out the activities enumerated in Part IV of this Charter.

**II. Membership**

All members of the Committee will be appointed by the Board based on the recommendation of the Company’s Governance and Nominating Committee. Further, all Committee members shall be members of, and serve at the discretion of, the Board. Unless a Chairperson is appointed by the full Board, the members of the Committee may designate a Chairperson by majority vote of the Committee membership. The Board may at any time remove one or more directors as members of the Committee and may fill any vacancy on the Committee.

The Committee shall consist of at least two but no more than four members, with the exact number being determined by the Board. No member of the Committee shall be an officer, employee, or consultant of the Company or any subsidiary or have any other relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a Committee member. Each member of the Committee shall be “independent” as defined by applicable law, SEC rules and regulations, and the rules of the NASDAQ Stock Market (“NASDAQ”), each as they may be interpreted and amended from time to time, and all other legal requirements applicable to the Company (“Applicable Law, Rules and Regulations”), and as determined by the Board’s independence review process (e.g., each member of the Committee shall (i) be a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfy the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code).

**III. Meetings**

The Committee will meet with such frequency, and at such times as its Chairperson, or a majority of the Committee, determines or as frequently as required by NASDAQ, the Securities and Exchange Commission, or Applicable Law, Rules and Regulations. The Committee may establish rules and procedures for the conduct of their meetings that are consistent with this Charter. A majority of the members of the Committee shall constitute a quorum. When a quorum is present at any meeting, a majority of the Committee members present may take any action or make any recommendation to the Board, except where otherwise required by Applicable Law, Rules and Regulations. Written minutes should be kept of all meetings of the Committee. The Committee shall report its activities to the Board at the Board’s next scheduled meeting or as otherwise appropriate.

#### **IV. Authority, Responsibilities and Duties**

The following shall be the principal recurring processes of the Committee in carrying out its oversight responsibilities. These processes are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities. To these ends, the Committee shall have and may exercise all of the powers and authority of the Board to the extent permitted under the Delaware General Corporation Law.

1. Review and approve the Company's leadership development programs, succession plan (including for the CEO), mission statement and operating values.
2. Review and approve the Company's overall compensation policies with respect to executive officers and directors of the Company, provided that any repricing of options shall be done with shareholder approval, that no loans will be made, or forgiveness of loans provided, to directors or officers of the Company in violation of Applicable Law, Rules and Regulations, and that all other agreements with directors, officers and employees will comply with Applicable Law, Rules and Regulations.
3. Review the risks associated with the Company's compensation programs and ensure that such compensation programs reflect market standards and best practices.
4. Review and recommend to the Board compensation for directors and Board committee members.
5. Review and approve goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation levels (including, but not limited to, salary, long and short-term incentive plans, retirement plans, deferred compensation plans, equity award plans, and change in control or other severance plans, as the Committee deems appropriate) based on this evaluation. (The CEO shall not be present during any voting or deliberations on his or her compensation levels).
6. Review and approve the compensation levels for executive officers (including, but not limited to, salary, long and short-term incentive plans, retirement plans specific to such executives, deferred compensation plans, equity award plans, and change in control or other severance plans, as the Committee deems appropriate).
7. Receive and evaluate performance target goals for the senior officers and employees (other than executive officers) and review periodic reports from the CEO as to the performance and compensation of such senior officers and employees.
8. Administer and make recommendations to the Board with respect to the Company's incentive-compensation plans and equity-based compensation plans.
9. Except as otherwise determined by the Board, review the other compensation plans of the Company in light of Company and plan objectives, needs, and current benefit levels.
10. The Committee may form and delegate authority to subcommittees when appropriate. In addition, to the extent permitted by Delaware and other Applicable Law, Rules and Regulations, the Committee may delegate to one or more members of the Committee or officers of the Company the power (i) to designate the officers and employees of the Company or any of its subsidiaries who will receive awards under the Company's incentive compensation plans and equity-based compensation plans, and (ii) to determine the number and type of awards to be received by them.

11. Ensure that the compensation arrangements, performance criteria, and compensation incentives of the CEO and other executive officers are consistent with the long-term interests of shareholders, that the CEO and other executive officers are evaluated against peer groups, and that a significant portion of the total compensation of the CEO and other executive officers is performance based. Have prepared a performance evaluation report based on these and other criteria, which shall be presented to the Committee on a regular basis. In connection with such review, the Committee shall evaluate incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and to review and discuss the relationship between risk management policies and practices, corporate strategy and senior executive compensation in relation to risk management and executive compensation.
12. Review and discuss with management the Compensation Discussion and Analysis to be included in the Company's annual report on Form 10-K and proxy statement, and, based on such review and discussions, recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report on Form 10-K and proxy statement, in accordance with Applicable Law, Rules, and Regulations.
13. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Publish the Charter as required by applicable rules and regulations and as otherwise deemed advisable by the Committee.
14. From time to time, in the Committee's sole discretion, retain and terminate, at the Company's expense, outside counsel, experts, and other advisors as the Committee deems necessary or appropriate to carry out its duties, including the express authority to retain a compensation consultant to assist in the evaluation of compensation pursuant to this Charter. The Committee shall have sole authority to approve the appointment, fees and retention terms of such counsel, experts, advisors, and consultants, and shall be directly responsible for the oversight of the work of such counsel, experts, advisors, and consultants. The Committee shall select any compensation consultant, legal counsel or other adviser only after taking into consideration among others, the following factors:
  - Whether the person adviser is providing any other services to the company;
  - How much the adviser or the firm employing the adviser has received in fees from the company, as a percentage of that person's or advisor's total revenue; Note: while I edited this so it makes a bit more sense, I'm not sure why it is needed.
  - What policies and procedures have been adopted by the person employing the adviser to prevent conflicts of interest; When referencing 'the person employing the adviser' who is this referring to?
  - Whether the adviser has any business or personal relationship with a member of the compensation committee;
  - Whether the adviser owns any stock of the company; and
  - Whether there are any business or personal relationships between the executive officers and the adviser or person employing the adviser.

15. Annually conduct and present to the Board a performance evaluation of the Committee and make recommendations to the Board on such matters within the scope of its functions as may come to its attention and which in its discretion warrant consideration by the Board.
16. Advise the Board with respect to shareholder advisory votes to approve the compensation of the named executive officers of the Company and the frequency with which such shareholder advisory votes are held.

In addition to the indemnification, exculpation and similar rights and provisions contained in the Company's Certificate of Incorporation and Bylaws or in statutory and common law and in addition to applicable insurance, the Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Company, whom such member believes to be reliable and competent in the matters presented; and (ii) counsel, public accountants or other persons as to matters which the members believes to be within the professional competence of such person.