

**INTERNET BRANDS, INC.**  
**Nominating and Governance Committee Charter**

(as of October 4, 2007)

**Purpose**

The purpose of the Nominating and Governance Committee (the "Committee") of Internet Brands, Inc. (the "Company") is to:

- identify individuals qualified to become members of the Company's Board of Directors (the "Board") consistent with criteria approved by the Board;
- recommend to the Board of Directors individuals for election to the Board of Directors, including nominees to be approved by stockholders for election to the Board of Directors;
- advise the Board with respect to the organization of the Board and its committees;
- develop and recommend to the Board corporate governance principles; and
- oversee the annual evaluation of the Board and its committees.

**Organization**

The members of the Committee shall be appointed by the Board and shall be independent as determined by the Board within the meaning of the listing standards of the Nasdaq Global Market ("Nasdaq"). The Committee shall be comprised of at least three members. The Committee's chairperson shall be designated by the Board. Committee members may be removed by the Board.

The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

The Committee has the power to determine the level and cost of ordinary administrative expenses necessary or appropriate in carrying out its duties, with such costs to be borne by the Company.

**Meetings**

The Committee shall meet at least quarterly and shall meet periodically in separate executive sessions. The Committee may request any Company officer or employee or outside counsel or consultant to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee will maintain written minutes of its meetings.

**Advisors**

In discharging its duties and responsibilities, the Committee shall have the resources and sole authority to engage any outside consultant or search firm to be used to

identify director candidates and to approve the terms and fees of any such engagement. In addition, the Committee has the power, in its sole discretion, to obtain advice and assistance from, and to retain at the Company's expense, such independent or outside legal counsel, accounting or other advisors and experts as it determines necessary or appropriate to carry out its duties, and in connection therewith to receive appropriate funding, determined by it, from the Company.

### **Delegation**

The Committee may delegate any of its responsibilities that do not, under applicable law, rules, regulations or stock exchange listing standards, require approval of the Committee as a whole, to a subcommittee comprised of one or more members of the Committee or to one or more members of management.

### **Duties and Responsibilities**

The Committee, to the extent it deems necessary or appropriate, shall perform the duties and responsibilities set forth below. The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

1. *Director Selection Criteria.* The Committee shall approve and recommend to the Board criteria for selecting new directors.
2. *Director Recruitment.* The Committee shall consider and recruit candidates to fill positions on the Board, including vacancies, and shall review any candidate recommended by stockholders of the Company in accordance with the Company's Bylaws and applicable law, rules or regulations. As part of this responsibility, the Committee shall be responsible for conducting appropriate inquiries to establish such candidate's compliance with the independence and other qualification requirements established by the Committee or the Board.
3. *Director Nominations.* The Committee shall recommend to the Board nominees for election to the Board. In connection with that recommendation, the Committee shall assess the contributions of those incumbent Directors eligible for re-election. The Committee shall also evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
4. *Director Independence.* At least once each year, the Committee shall review the independence of each outside Director in light of applicable law and stock exchange listing standards and report to the Board the results of that review.
5. *Conflicts of Interest.* The Committee shall consider possible conflicts of interest of Directors and any related-party transactions involving Directors.
6. *Committee Organization.* The Committee shall advise the Board with respect to the organization, structure and operation of the Board and Board committees.

7. *Committee Membership.* The Committee shall advise the Board with respect to the qualifications for and membership of the Board committees. At least once each year, the Committee shall make recommendations to the Board as to the qualifications of members of the Board's committees, committee member appointment and removal, committee chairs and committee reporting to the Board.
8. *Board and Committee Evaluations.* At least once each year, the Committee shall evaluate the performance of the Board and report to the Board the results of that evaluation. In discharging this responsibility, the Committee shall solicit comments from each Director. In addition, at least once each year, the Committee shall oversee the self-evaluation of each other Board committee.
9. *Board Communications.* The Committee shall receive communications directed to the Board or the non-management Directors by outside parties.
10. *Corporate Governance.* The Committee shall advise the Board on corporate governance matters and recommend to the Board corporate governance guidelines addressing, among other things, the size, composition and responsibilities of the Board and its committees. The Committee shall periodically review and assess the adequacy of the corporate governance guidelines and recommend any changes to the Board.
11. *Director Education and Orientation.* The Committee shall oversee the orientation of new directors and continuing education programs for the Directors. The Committee will also evaluate the participation of members of the Board of Directors in continuing education programs in accordance with Nasdaq rules.
12. *Investigations.* The Committee shall direct, when the Committee deems it necessary or appropriate, the Legal Department's or special counsels' investigation of special areas of concern relating to the matters covered by this Charter.