

NOMINATING COMMITTEE CHARTER

PURPOSE

The Nominating Committee (the "Committee") of Bankrate, Inc. (the "Company") is appointed by the Board of Directors (the "Board") to assist the Board in (i) identifying and interviewing qualified individuals to become directors, (ii) recommending to the Board qualified director nominees for election at the Company's annual meeting of shareholders, (iii) reviewing and making recommendations to the Board regarding its composition and structure, (iv) determining membership on the Board committees, (v) establishing a process to evaluate individual Board member contributions and participation, (vi) developing an effective process for director selection and tenure, and (vii) overseeing the Board's annual self-evaluations.

COMPOSITION AND MEETINGS

The Committee shall consist of at least two members of the Board, each of whom shall satisfy the definition of "independent" under the listing standards of The Nasdaq Stock Market, including Nasdaq Rule 4350(c)(4), and the independence requirements promulgated by the Securities and Exchange Commission, and any governmental or regulatory body exercising authority over the Company (each a "Regulatory Authority"). Each member of the Committee shall also be free from any relationship that, in the opinion of the Board, would interfere with that person's independent judgment as a member of the Committee.

The members of the Committee shall be appointed and may be removed by the Board in its discretion. Each member shall serve until a successor shall have been duly appointed or until such member's earlier death, resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. A majority of the members of the committee shall constitute a quorum for the transaction of business. Approval of any matter by a majority of the members present at a meeting at which a quorum is present shall constitute approval of that matter by the Committee. The committee may also act by unanimous written consent without a meeting. Meetings may also be held telephonically.

The Committee shall meet as necessary to enable it to fulfill its responsibilities and duties as set forth herein or as directed by the Board, but in no event shall the Committee meet less than twice each year. The Committee shall report its actions to the Board and keep written minutes of its meetings, which shall be recorded and filed with the Company's books and records.

The Committee may invite to its meetings, or part thereof, any officer or director of the Company or any other person that the Committee deems appropriate in order to carry out its responsibilities, or the Committee may meet without others present, at the discretion of the Committee. The Committee shall have the authority to obtain advice and seek assistance in carrying out its purposes from the Company's or independent legal counsel and other advisors as it determines is necessary or appropriate to carry out its purposes under this Charter.

RESPONSIBILITIES AND DUTIES OF THE COMMITTEE

In discharging its responsibilities the Committee, as it deems necessary or appropriate, or as required by any Regulatory Authority, shall:

- Evaluate the current composition and organization of the Board and its committees in light of requirements established by any Regulatory Authority, any other statute, rule or regulation applicable to the Company or any corporate governance best practices that the Committee deems relevant, and make recommendations regarding the foregoing to the Board for approval.
- Review and make recommendations to the Board regarding the qualifications and size of the Board so that the Board consists of members with the proper expertise, skills, attributes and personal and professional backgrounds needed by the Company, and to meet the requirements of applicable Regulatory Authorities, as determined appropriate by the Committee, and make recommendations to the Board regarding the foregoing.
- Recommend slates of directors for the Company for the respective Annual Meetings of Shareholders.
- Determine and submit for adoption by the Board a list of qualification and selection criteria to be used by the Committee for screening nominee candidates and selecting nominees for Board membership, including candidates proposed by stockholders.

- Evaluate the performance of the current Board members proposed for reelection, and make recommendations to the Board regarding the appropriateness of members of the Board standing for reelection. This may be part of the Board's annual evaluation policy.
- Develop and implement a screening process designed to identify individuals qualified to be Board members and recommend individuals for election to the Board.
- Recommend to the Board qualified candidates for all vacancies on the Board to be filled by the stockholders or the Board.
- Evaluate and, if necessary, recommend the termination of Board membership of any director in accordance with the Company's Code of Conduct or any corporate governance principles adopted by the Board for cause or for other appropriate reason.
- Review and recommend to the Board an appropriate course of action upon the resignation of current Board members or any planned expansion of the Board, and review the qualifications, experience and fitness for service on the Board of any potential new Board members.
- Evaluate and recommend to the Board the appointment or election of Board members to committees of the Board and as Chair for each Board committee.
- Develop and provide training and educational programs for directors.
- Examine Board meeting policies such as meeting schedules and locations, meeting agendas, the presence and participation of non-director senior executives and written materials distributed in advance of meetings.
- Review and consider potential conflicts of interest of members of the Board and of the executive officers of the Company.
- Review all candidates for nomination submitted to the Company by qualifying stockholders and the timeliness of the submission thereof, and recommend to the Board appropriate action with respect to each such candidate based on qualifications and selection criteria, consistent with applicable law and the needs of the Board set forth in Item 2 above.
- Develop plans for managerial succession of the Company, including in the event of retirement or emergency.
- Engage, if deemed appropriate, outside counsel and/or independent consultants, including director candidate search firms, to assist with or review any matter under its responsibility on such terms and at such reasonable expense as the Committee shall deem appropriate.
- Annually, conduct an evaluation of the performance of the Board and that of individual directors, as well as the performance of the various committees.
- Take such other actions within the general scope of the Committee's responsibilities hereunder or as directed by the Board as the Committee shall deem appropriate.
- Allocate its responsibilities under this Charter or as directed by the Board to subcommittees, as the Committee deems appropriate.
- Periodically as appropriate, including upon changes or prospective changes in law or Regulatory Authority requirements, but at least annually, review and assess the adequacy of this Charter and recommend any modifications to the Board for its approval.

The Nominating Committee's responsibilities and powers as delegated by the Board are set forth in this Charter. This Charter is not intended to, and shall not, alter the standards of conduct set forth in the Florida Business Corporation Act, as amended (the "FBCA") for directors, including those directors who serve as Committee members. Members of the Committee shall have the duties and the benefits of all limitations and protections from liabilities provided by the FBCA and other applicable laws and regulations with respect to their service on the Committee. Further, nothing herein is intended to or shall limit the responsibilities, duties and liabilities of the independent auditors to the Company, the Board or the Committee. The Committee relies to a significant extent on information and advice provided by management and independent advisors. Whenever the Committee takes an action, it exercises its independent judgment on an informed basis that the action is in the best interests of the Company and its stockholders.