

LENDINGTREE, INC.
TRANSACTIONS COMMITTEE CHARTER

PURPOSE

The Transactions Committee (the “Committee”) is appointed by the Board of Directors of LendingTree, Inc. (the “Company”) to review and assess, and assist the Board in reviewing and assessing, potential strategic acquisitions, divestitures and investments and related strategies.

For purposes of this Charter, the “Company” includes LendingTree, Inc. and its direct or indirect subsidiaries.

COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than two members of the Board.

The members of the Committee shall be appointed, replaced and removed, from time to time, by the Board. One member of the Committee shall be appointed as Committee Chairperson by the Board. A Committee member may resign by giving written notice to the Board and may resign Committee membership without resigning from the Board.

The Committee may form subcommittees and delegate authority to such subcommittees or to individuals when it deems appropriate and when consistent with the By-Laws, this Charter and applicable laws, rules, regulations and NASDAQ listing rules.

MEETINGS AND PROCEDURES

The Committee shall meet as often as it determines necessary to carry out its responsibilities. The Committee Chairperson shall preside at each meeting at which he or she is present. In the event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair to preside at such meeting.

The Committee shall have the authority to meet periodically with management and to have such other direct and independent interaction with such persons from time to time as the members of the Committee deem necessary or appropriate. The Committee may request any officer or employee of the Company or the Company’s inside or outside legal counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Written minutes of Committee meetings shall be maintained and shall be filed with the minutes of the meetings of the Board of Directors.

One-third of the members, however no less than two members, of the Committee shall constitute a quorum for any meeting. Any action of a majority of the members of the Committee present at any meeting at which a quorum is present shall be an action of the Committee.

Except as otherwise specified herein, the Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of

procedure not inconsistent with any provision of this Charter, any provision of the By-laws or Certificate of Incorporation of the Company or any applicable law, rule, regulation or NASDAQ listing rule.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee shall review and consider with management acquisition, divestiture and investment strategies and candidates, when and as it deems appropriate. The Committee may also review and consider financing, significant employee retention or compensation arrangements associated with such transactions when and as it deems appropriate.
2. The Committee may review and consider with management advisors for the Company in connection with acquisition, divestiture and investment strategies and candidates, when and as it deems appropriate.
3. The Committee shall make recommendations to the Board regarding acquisition, divestiture and investment strategies and candidates.
4. The Committee may approve acquisitions, divestitures and investments up to a specified dollar limit and in accordance with any other relevant parameters established by the Board from time to time and then in effect, including any associated financing, employee retention or compensation arrangements. Other acquisitions, divestitures and investments and associated financing, employee retention or compensation arrangements must be approved by the Board or another committee or delegatee of the Board with the authority to do so. While the Committee's approval may include employee retention or compensation arrangements entered into in conjunction with a transaction, the Committee shall not have any of the authority or responsibilities of the Compensation Committee, and approval or recommendation, as the case may be, of the Compensation Committee must be obtained for all matters requiring such approval or recommendation pursuant to the Charter of the Compensation Committee or otherwise.
5. The Committee may conduct periodic reviews of completed transactions for the purposes of evaluating the degree of success achieved, assessing the accuracy of projections and other assumptions relied upon in approving transactions, identifying the factors that differentiate more successful transactions and evaluating the strategic (technical, marketing, financial and other) contributions resulting from transactions.
6. The Committee shall have the authority, to the extent it deems necessary or appropriate, to engage and determine funding for advisors or third parties to assist it; provided, that, to the extent approval of the Audit Committee, the Compensation Committee or the Nominating and Governance Committee is required for engagement or services of an advisor or third party pursuant to a Charter of such committee or otherwise, such approval must also be obtained. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to such advisors and third parties, as well as funding for the payment of ordinary administrative expenses of the Committee which are necessary or appropriate in carrying out its duties.
7. The Committee shall make regular reports to the Board.

8. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
9. The Committee shall annually review its own performance. The Committee shall conduct the review in such manner as it deems appropriate.
10. The Committee shall perform such other duties as may be necessary or appropriate to its purpose and for the performance of its responsibilities or which may be lawfully delegated by the Board.

As Adopted November 8, 2016.