

**LENDINGTREE, INC.  
NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE CHARTER**

**PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors of LendingTree, Inc. (the “Company”) to (1) assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of stockholders; (2) lead the Board in its annual review of the Board and management’s performance; (3) recommend to the Board director nominees for each committee; (4) oversee the Company’s corporate governance practices and procedures; and (5) establish objectives for the Board that align with the Company’s corporate governance and business 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. The members of the Committee shall meet the independence requirements of the NASDAQ Stock Market, Inc. (“NASDAQ”) Marketplace Rules. These membership requirements shall be subject to exemptions, phase-in provisions, and cure periods permitted by the rules of NASDAQ and the Securities and Exchange Commission (the “SEC”), as in effect from time to time.

The members of the Committee shall be “Qualified Directors,” as defined in the Spinco Agreement dated May 13, 2008, filed as an exhibit to the Company’s Form 10 under the Securities Exchange Act of 1934.

The members of the Committee shall be appointed annually, and vacancies filled or members removed by the Board. One member of the Committee shall be appointed as Committee Chairman by the Board. Committee members may be replaced 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 Chairman shall preside at each meeting at which he or she is present. In the event the Committee Chairman 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 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 (a) assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board the director nominees for the next annual meeting of stockholders; (b) lead the Board in its annual review of the Board and management's performance; and (c) recommend to the Board director nominees for each committee.
2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to such advisors, as well as funding for the payment of ordinary administrative expenses of the Committee which are necessary or appropriate in carrying out its duties.
3. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement.
4. The Committee shall identify committee member qualifications and recommend to the Board appropriate committee member appointments.
5. The Committee shall review and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans.
6. The Committee shall receive comments from all directors regarding corporate governance matters and other matters within the scope of authority of the Committee.

7. The Committee shall oversee the Company's corporate governance practices and procedures, including reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
8. The Committee shall establish periodic objectives for the Board that align with the Company's corporate governance and business strategies.
9. The Committee shall develop the process for the annual evaluation of the performance of the Board and its committees, and will oversee the conduct of such annual evaluation process.
10. The Committee shall make regular reports to the Board.
11. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
12. The Committee shall annually review its own performance. The Committee shall conduct the review in such manner as it deems appropriate.
13. The Committee shall perform such other duties as may be lawfully delegated by the Board.

As Amended November 9, 2016.