

**LENDINGTREE, INC.**  
**COMPENSATION COMMITTEE CHARTER**

**PURPOSE**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors of LendingTree, Inc. (the “Company”) to discharge the Board’s responsibilities relating to (1) compensation of and benefits to the Company’s Chief Executive Officer and the Company’s other executive officers (collectively, the “Executive Officers”); (2) complying with associated regulatory requirements; and (3) communicating clearly to stockholders about compensation of the Executive Officers through required disclosure filings. The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers.

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. In addition, in determining whether a director is eligible to serve on the Committee, the Company’s Board of Directors must consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director, and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. At least two members of the Committee also shall qualify as “outside” directors within the meaning of Internal Revenue Code § 162(m) (“Section 162(m)”) and as “non-employee” directors within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”). 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 appointed by the Board on the recommendation of the Nominating Committee. 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. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (i) “non-employee” directors for the purposes of Rule 16b-3; and (ii) “outside directors” for the purposes of Section 162(m).

## **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, at least annually, review and approve the annual base salaries and annual incentive opportunities of the Executive Officers. The CEO shall not be present during any Committee deliberations or voting respecting his or her compensation.
2. In furthermore of the foregoing duties, the Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
3. The Committee shall recommend for approval by the Board all Company compensation, benefit and related plans, policies and agreements that must be submitted to the stockholders for final approval.

4. The Committee shall monitor the ongoing administration of such stockholder-approved plans, policies, and agreements, as well as those in which elected officers are eligible, including approval of aggregate awards and, to the extent required under Internal Revenue Code §162(m), certification of Company performance.
5. The Committee shall serve as the “Committee” under the Company’s Fifth Amended and Restated LendingTree, Inc. 2008 Stock and Annual Incentive Plan and any successor or other compensation plans, policies and agreements for which the Committee is designated to have a similar role.
6. The Committee shall review and discuss with management the Company’s Compensation Discussion and Analysis (the “CD&A”) to the extent the same is required by the rules and regulations of the SEC to be, or otherwise is, included in the Company’s proxy statement and annual report on Form 10-K, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
7. The Committee shall give the annual Compensation Committee Report to the extent the same is required by the rules and regulations of the SEC to be, or otherwise is, included in the Company’s proxy statement and annual report on Form 10-K.
8. The Committee shall monitor the Company’s compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to 401(k) plans and loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.
9. The Committee shall receive periodic reports from management on the Company’s compensation programs as they affect all employees.
10. The Committee shall oversee a risk assessment of the Company’s compensation programs, to the extent the same is required pursuant to Item 402(s) of Regulation S-K.
11. The Committee shall make regular reports to the Board.
12. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
13. The Company shall provide for funding for the payment of ordinary administrative expenses of the Committee which are necessary or appropriate in carrying out its duties.
14. The Committee shall annually review its own performance. The Committee shall conduct the review in such manner as it deems appropriate.
15. The Committee shall perform such other duties as may be lawfully delegated by the Board.

## **ADVISERS**

The Committee may, in its sole discretion, retain a compensation consultant, legal counsel or other adviser (a “Compensation Adviser”). The Committee shall be directly responsible for the

appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to a Compensation Adviser retained by the Committee.

The Committee may select, or receive advice from, a Compensation Adviser to the Committee (including for purposes of this paragraph, advisers not retained by the Committee but from which the Committee obtains advice), other than in-house legal counsel, only after taking into consideration the following factors (an “independence assessment”):

- the provision of other services to the Company by the person that employs the Compensation Adviser;
- the amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
- the policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the Compensation Adviser with a member of the Committee;
- any stock of the Company owned by the Compensation Adviser; and
- any business or personal relationship of the Compensation Adviser or the person employing the Compensation Adviser with an Executive Officer of the Company.

Nothing in this Charter shall be construed (i) to require the Committee to implement or act consistently with the advice or recommendations of the Compensation Adviser to the Committee; (ii) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties; (iii) to require a Compensation Adviser to be independent; or (iv) to require the Committee to conduct an independence assessment for a Compensation Adviser that acts in a role limited to the following activities:

- consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or directors of the Company, and that is available generally to all salaried employees;
- providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the Compensation Adviser, and about which the adviser does not provide advice; or
- any other activities not requiring the Committee to perform an independence assessment under the rules or interpretations of the NASDAQ.

As Amended February 22, 2017

