

LENDINGTREE, INC.
AUDIT COMMITTEE CHARTER

PURPOSE

The Audit Committee (the “Committee”) is appointed by the Board of Directors of LendingTree, Inc. (the “Company”) to oversee the accounting and financial reporting processes of the Company and the audits of the Company’s financial statements. In that regard, the Committee assists the Board in monitoring (1) the integrity of the financial statements of the Company; (2) the effectiveness of the Company’s internal control over financial reporting; (3) the qualifications and independence of the independent registered public accounting firm (the “independent accounting firm”); (4) the performance of the Company’s internal audit function and independent accounting firm; and (5) the compliance by the Company with legal and regulatory requirements.

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 three members. The members of the Committee shall meet the independence and experience requirements of the NASDAQ Stock Market, Inc. (“NASDAQ”) Marketplace Rules and Rule 10A-3(b)(1) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All members of the Committee shall be able to read and understand fundamental financial statements. No member of the Committee shall have participated in the preparation of the financial statements of the Company in the past three years. 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. To the extent required by the rules and regulations of the SEC, at least one member of the Committee shall be an “audit committee financial expert” as defined by the rules and regulations of the SEC.

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, applicable laws, rules, regulations and NASDAQ listing rules.

MEETINGS AND PROCEDURES

The Committee shall meet as often as it determines necessary but not less frequently than quarterly. 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, the internal auditors and the independent accounting firm in separate executive sessions, 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. 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.

The Committee may request any officer or employee of the Company or the Company's inside or outside counsel or independent accounting firm 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.

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, NASDAQ listing rule or rule of the Public Company Accounting Oversight Board ("PCAOB").

COMMITTEE AUTHORITY AND RESPONSIBILITIES

Financial Statement and Disclosure Matters

1. The Committee shall review and discuss with management and the independent accounting firm the annual audited financial statements, as well as disclosures made in Management's Discussion and Analysis of Financial Condition and Results of Operations, and recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K.
2. The Committee shall review and discuss with management and the independent accounting firm any major issues as to the adequacy of the Company's internal control over financial reporting, including any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls, any special steps adopted in light of these issues and the adequacy of disclosures about changes in internal control over financial reporting.
3. The Committee shall review and discuss with management and the independent accounting firm the Company's quarterly financial statements to be filed on Form 10-Q, including the disclosures included in Management's Discussion and Analysis of Financial Condition and Results of Operations.

4. The Committee shall review and discuss with management press releases of the Company that include new or updated production or financial guidance or financial information, including non-GAAP information, as well as financial information and guidance provided to analysts and/or rating agencies. Such discussion may be of a general nature (i.e., it may consist of discussions of the types of information to be disclosed and the types of presentations to be made). The Committee need not discuss in advance each specific earnings release or each instance in which the Company may provide earnings guidance.
5. The Committee shall review with management (i) significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles; (ii) the independent accounting firm's audit of the financial statements and its report thereon, (iii) management's judgment regarding the quality, not just the acceptability, of the Company's accounting principles as applied in its financial reporting, and (iv) any significant changes in the independent accounting firm's audit plan.
6. The Committee shall discuss with appropriate representatives from the Company's legal department those legal matters that may have a material impact on the financial statements or the Company's compliance policies.
7. The Committee shall give the annual Audit Committee Report required by the rules and regulations of the SEC to be included in the Company's proxy statement and annual report on Form 10-K.
8. The Committee shall discuss with management and the independent accounting firm any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

Oversight of Relationship with Independent Accounting Firm

9. The Committee shall have the exclusive power to appoint, discharge, compensate, retain, oversee and evaluate the work of the independent accounting firm, which shall be a registered public accounting firm as defined in the Exchange Act, based upon the Committee's judgment of the independence of the independent accounting firm (taking into account the standards and rules established by the PCAOB), and fees charged for pre-approved audit and pre-approved permitted non-audit services). The independent accounting firm shall report directly to the Committee.
10. The Committee shall resolve disagreements between management and the independent accounting firm regarding financial reporting.
11. The Committee shall review and pre-approve all auditing services, audit-related services, including internal control-related services, and permitted non-audit services to be performed for the Company by the independent accounting firm, subject to any exceptions under Section 10A of the Exchange Act and any rules promulgated thereunder

and review and discuss with the independent accounting firm any documentation supplied by the independent accounting firm as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the independent accounting firm's independence. The Committee may delegate to a subcommittee consisting of one or more of its members the authority to grant pre-approvals of audit, audit-related and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

12. The Committee shall discuss with the independent accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61 or any superseding rule of the PCAOB, relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
13. The Committee shall obtain and review, at least annually, a report by the independent accounting firm describing: the firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control review, reviews by the PCAOB and any peer review of the firm or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.
14. The Committee shall obtain from the independent accounting firm a formal written statement delineating all relationships between the independent accounting firm and the Company. The Committee shall actively engage in a dialogue with the independent accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the accounting firm and for purposes of taking, or recommending that the full Board take, appropriate actions to oversee the independence of the outside accounting firm.
15. The Committee shall obtain from the independent accounting firm assurance that Section 10A(b) of the Exchange Act has not been implicated.
16. The Committee shall meet with the independent accounting firm prior to the audit to discuss the scope, plan and staffing of the audit.
17. The Committee shall establish clear hiring policies for the Company's employment of employees or former employees of the independent accounting firm, consistent with maintaining the independence of the independent accounting firm.

Oversight of Internal Audit Function, Risk Management and Compliance

18. The Committee shall review and discuss any material issues raised by or reports from the independent accounting firm, including those relating to:
 - (a) Critical accounting policies and practices to be used in preparing the Company's financial statements;

- (b) Alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accounting firm; or
 - (c) Unadjusted differences and management letters.
19. The Committee shall discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
 20. The Committee shall review the proposed internal audit plans with management and any significant results of such audits.
 21. The Committee shall review annually the performance and material findings of internal audit reviews.
 22. The Committee shall review all related party transactions in accordance with the Company's formal, written policy.
 23. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, financial, or auditing matters.
 24. The Committee shall review the performance of the Company's investments in accordance with the Company's formal, written policy.

General

25. To the extent not previously reviewed by the Committee, the Committee shall review all financial statements provided to any state or federal regulatory agency in connection with any license, approval, or authorization maintained or sought by the Company.
26. Upon referral by management, the Committee shall review material examination reports issued by any state or federal agency to the Company (or summaries thereof), and discuss with management the results of those examinations and appropriate corrective action.
27. The Committee shall periodically discuss with management, an appropriate representative of the Company's legal department, the Company's senior internal auditing executive, and the independent accounting firm the Company's compliance with applicable legal requirements and codes of conduct.
28. The Committee shall investigate any matter brought to its attention related to financial, accounting and audit matters and, to the extent it deems necessary or advisable in

connection therewith, review any Company books and records and interview any Company personnel.

29. The Committee shall have the authority, to the extent it deems necessary or appropriate, to engage and determine funding for independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent accounting firm engaged for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee which are necessary or appropriate in carrying out its duties.
30. The Committee shall make regular reports to the Board.
31. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
32. The Committee shall annually review its own performance and shall present the results of such review to the Board. The Committee shall conduct the review in such manner as it deems appropriate.
33. The Committee shall perform such other duties as may be lawfully delegated by the Board.

LIMITATION OF AUDIT COMMITTEE'S ROLE

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations or to determine that the Company's internal control over financial reporting is effective. These are the responsibilities of management and the independent accounting firm. Additionally, the Committee as well as the Board recognizes that members of the Company's management who are responsible for financial management, as well as the independent accounting firm, have more time, knowledge, and detailed information on the Company than do Committee members; consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurances with respect to the Company's financial statements or any professional certifications as to the independent accounting firm's work.

As Amended April 26, 2017