

**THE KNOT, INC.**  
**COMPENSATION COMMITTEE CHARTER**

I. Purpose of the Committee

The Compensation Committee is a standing committee of the Board of Directors. The purpose of the Committee is to review, and, as appropriate, act on behalf of the Board or make recommendations to the Board concerning executive compensation and to oversee and advise the Board on the adoption of policies that govern the Company's compensation programs, including stock and benefit plans. The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement.

In discharging its responsibilities the Committee is not expected to assume an active role in the day to day operation or management of the Company. The basic responsibility of the Committee is to exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members reasonably believe to be in the best interest of the Company and its stockholders.

II. Committee Membership

The Committee shall be comprised of at least two independent members of the Company's Board of Directors, and each member of the Committee shall meet the independence requirements as defined in the Nasdaq Stock Market Listing Standards and the rules and regulations of the SEC, and meet the definitions of "non-employee director" for purposes of SEC Rule 16b-3 and "outside director" for purposes of Section 162(m) of the Internal Revenue Code ("Section 162(m)"). No Committee member shall be an affiliated person of the Company or receive compensation other than in his or her capacity as a member of the Compensation Committee, the Board of Directors or other Board Committee, as defined in applicable SEC rules.

III. Organization

The Committee shall meet as often as it deems necessary or advisable. The Committee shall keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records. The Committee shall report to the Board of Directors on the major items covered at each Committee meeting and shall make recommendations to the Board and management as appropriate. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend any meeting of the Committee or to meet with any members of, or consultants to, the Committee. A quorum for the transaction of business at any meeting of the Committee shall consist of a majority of Committee members.

IV. Committee Responsibility and Authority

The responsibility and authority of the Committee include the following:

1. In consultation with all other non-management members of the Board, the Committee shall evaluate, in such manner, as it deems appropriate, the performance of the Company's Chairman and Chief Executive Officer and other Executive Officers (the "Executive Officers"), including reviewing and approving corporate goals and objectives relating to the compensation of such officers and evaluating their performance in light of such goals and objectives. Based on this evaluation, the Committee shall set the compensation for the Executive Officers.

2. The Committee shall oversee in such manner it deems appropriate the periodic evaluation of the performance of the Executive Officers. In connection therewith, the Committee shall consider and approve base salary, salary increases and other remuneration arrangements for the Executive Officers, including participation in any incentive-compensation plans and equity-based plans.
3. The Committee shall review trends in management compensation and shall oversee the adoption and administration of incentive-compensation plans and equity-based plans for all Executive Officers and non-employee directors, and, when necessary, approve the revision of existing plans. The Committee shall make individual determinations and grant any restricted stock, stock options or other equity-based awards under any equity-based compensation plan, including, without limitation, any stock option plan, other than with respect to non-employee directors and other than with respect to stock options or other equity awards for which grant-making authority has been delegated by the Board to another committee of the Board (including, without limitation, the Special Stock Option Committee under the Company's 1999 Stock Incentive Plan).
4. The Committee shall not approve any direct or indirect loan, guarantee or other extension of credit to the Chief Executive Officer or any other director or Executive Officer, except as permitted under Section 13(k) of the Securities Exchange Act of 1934, as amended.
5. The Committee may delegate authority to individual Committee members or such subcommittees as the Committee deems appropriate and shall review the actions of all such individuals or subcommittees as appropriate.
6. The Committee may retain and terminate independent legal, financial or other advisors as it may deem necessary.
7. The Committee shall report to the Board regularly on its actions and deliberations.
8. The Committee shall produce an annual report on executive compensation for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
9. The Committee shall exercise such other powers and authority as the Board shall, from time to time, confer upon it.

#### V. Committee Self-Assessment

The Committee shall conduct an annual evaluation of its performance and shall report the results of such review to the Board. In connection with the annual review, the Committee shall also recommend to the Board any modifications to this Charter that the Committee deems necessary or appropriate. The format of the self-assessment shall be determined by the Committee.

#### VI. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to compensation consultants retained to assist in the evaluation of non-employee director, CEO or Executive Officer compensation, this authority shall be vested solely in the Committee.