

REWARDS NETWORK INC.

CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Rewards Network Inc. (the “Corporation”).

The Purpose of the Committee shall be to:

1. develop and recommend to the Board the Corporate Governance Guidelines applicable to the Corporation; and
2. provide oversight of the corporate governance affairs of the Board and the Corporation.

Committee Membership

1. The Committee shall consist of no fewer than three directors as determined by the Board.
2. All of the members of the Committee shall meet the applicable independence requirements of the American Stock Exchange.
3. The members of the Committee shall be appointed and may be removed by the Board.

Committee Authority and Responsibilities

The Committee shall:

1. Make recommendations to the Board regarding changes to the size and composition of the Board or any committee of the Board.
2. Review the institutional and other affiliations of present directors and director candidates for possible conflict of interest problems, and make recommendations to the Board with respect to the determination of director independence.
3. Report annually to the Board with an assessment of the performance of the Board and each of the Committees of the Board.
4. Oversee and review the Corporation’s processes for providing information to the Board and assess the channels through which the Board receives information, and the quality and timeliness of the information received.

5. Develop and recommend to the Board Corporate Governance Guidelines and periodically review and reassess the adequacy of the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval.
6. Maintain oversight of and consider matters of corporate governance.
7. Review periodically with the Chairman and Chief Executive Officer the succession plans relating to positions held by elected officers of the Corporation.
8. Review and approve from time to time compensation for the non-employee directors.
9. Report regularly to the Board on its meetings and review with the Board significant issues and concerns that arise at meetings of the Committee.
10. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
11. Annually review its own performance in relationship to this Charter.
12. Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board.

Adopted by the Board of Directors
on May 25, 2004.