



## NEUSTAR, INC.

---

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

#### CHARTER

---

1. Members. The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of NeuStar, Inc. (the "Company") shall consist of at least three (3) members appointed by the Board of Directors, one of whom shall be designated as Chairman by the Board and each of whom shall be an independent director. For purposes hereof, an "independent" director is a director who meets the independence requirements of the New York Stock Exchange for directors.

2. Purpose, Duties and Responsibilities. The purpose, duties and responsibilities of the Committee will be to identify individuals qualified to become Board members (consistent with criteria approved by the Board); recommend to the Board director candidates for election at the annual meeting of shareholders; develop and recommend to the Board a set of corporate governance principles; and undertake a leadership role in shaping the Company's corporate governance. Among its specific duties and responsibilities, the Corporate Governance Committee will do the following:

- (a) Develop and recommend to the Board criteria for identifying and evaluating director candidates.
- (b) Identify, review the qualifications of, and recruit candidates for election to the Board.
- (c) Assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (d) Establish a procedure for the consideration of Board candidates recommended by the Company's shareholders.
- (e) Recommend to the Board candidates for election or reelection to the Board at each annual shareholders' meeting.
- (f) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

- (g) Develop and recommend to the Board a set of corporate governance principles and review and recommend changes to these principles, as necessary.
- (h) Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees.
- (i) Recommend to the Board candidates for appointment to Board committees and consider periodically rotating directors among the committees.
- (j) Review and recommend to the Board retirement and other tenure policies for directors.
- (k) Review directorships in other public companies held by or offered to directors and senior officers of the Company and consult with the Company's Neutrality Committee regarding such directorships.
- (l) Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- (m) Review the Company's succession plans relating to the Chief Executive Officer and other senior officers.
- (n) Oversee the annual evaluation of the Board and its committees.
- (o) Monitor compliance by directors with the Company's neutrality guidelines.
- (p) Annually evaluate the performance of the Committee and the adequacy of the committee's charter and recommend changes to the Board as appropriate.

3. Outside advisors. The Committee will have the authority to retain at the expense of the Company such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions.

4. Meetings. The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Committee constitutes a quorum. The Committee will report regularly to the full Board with respect to its activities.