

GREENFIELD ONLINE, INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER
(as adopted February 25, 2004)

Role

The Governance and Nominating Committee's (the "Committee") role is to determine the slate of director nominees for election to the Greenfield Online, Inc., (the "Company") Board of Directors (the "Board"), to identify and recommend candidates to fill vacancies occurring between annual shareholder meetings, and to review, evaluate and recommend changes to the Company's Corporate Governance Guidelines.

1 Membership

The membership of the Committee consists of at least three directors, each of whom is to be free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment. Applicable laws and regulations will be followed in evaluating a member's independence, specifically, the standards for independence set forth in Nasdaq Rule 4200(a)(14). The Board appoints the chairperson.

1 Operations

The Committee meets at least twice a year. Additional meetings may occur as the Committee or its chair deems advisable to perform the Committee's responsibilities. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Governance and Nominating 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 (a) any provision of this Charter, (b) any provision of the Bylaws of the Corporation, or (c) the laws of the State of Delaware.

1 Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

1 Responsibilities

Subject to the provisions of the Corporate Governance Guidelines, the principal responsibilities and functions of the Governance and Nominating Committee are as follows:

- Establish and oversee the process for identifying and evaluating nominees for directors, including nominees recommended by shareholders; including the process regarding how candidates are identified, if candidates may be identified by shareholders, whether or not self-nominations are excluded, the timing requirements for nomination, the process for background information evaluation and vetting, and any other requirements determined by the Committee.

- Establish the specific, minimum qualifications that must be met for a candidate to be considered. Such requirements will include a review of the need for potential candidates to serve on committees of the Board, independence, financial expertise, relevant industry expertise, or any other qualitative or quantitative requirements as determined by the Committee.
- Engage consultants as necessary in the opinion of the Committee to assist in identifying and evaluating nominees.
- Establish the process via which shareholders may communicate with the Board, including name, address and other contact information of the recipient of communications, screening criteria and appropriate Board members to receive the communications.
- Annually evaluate and report to the Board on the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of the Company's shareholders.
- Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders.
- Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors
- Assist in identifying, interviewing and recruiting candidates for the Board.
- Annually review the composition of each committee and present recommendations for committee memberships to the Board as needed.
- Periodically review the compensation paid to non-employee directors for annual retainers (including Board and committee Chairs) and meeting fees, if any, and make recommendations to the Board for any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as such.
- Regularly review and make recommendations about changes to the charter of the Governance and Nominating Committee.
- Periodically review and make recommendations about changes to the charters of other Board committees after consultation with the respective committee chairs.