

**ADVO, INC.**  
**NOMINATING/CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**

Organization

This charter governs the operations of the Nominating/Corporate Governance Committee (the “Committee”). The Committee will be composed entirely of directors who satisfy the definition of “independent” under the listing standards of the New York Stock Exchange. The Committee members will be appointed by the board of directors, on the recommendation of the Nominating/Corporate Governance Committee, and may be removed by the board of directors in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided that the subcommittees are composed entirely of independent directors.

The Committee may act only by majority vote.

The Committee shall meet at least annually and as often as it determines is appropriate to carry out its responsibilities under this charter. The chair of the Committee, in consultation with the other members of the Committee, shall determine the frequency and length of the meetings of the Committee and shall set meeting agendas consistent with this charter.

The Committee is authorized (without seeking the approval of the board of directors) to retain outside counsel, experts, and other advisors to assist the Committee as it deems necessary.

Statement of Policy and Purpose

The purpose of the Committee shall be to: (i) develop and recommend to the board of directors a set of corporate governance principles; (ii) play a leadership role in shaping the Company’s corporate governance; (iii) identify individuals qualified to become members of the board; (iv) recommend to the board director nominees for the next annual meeting of stockholders; (v) recommend to the board director nominees to fill vacancies on the board as necessary; and (vi) review periodically the membership of each committee of the board and, as appropriate, recommend that the board assign, reassign or remove members of committees of the board.

Corporate Governance-Related Responsibilities and Procedures

In addition to any other responsibilities that may be assigned from time to time by the board of directors, the Committee has the authority and responsibility for the following matters:

1. Developing and monitoring implementation of the Company’s Corporate Governance Guidelines and key practices, conducting periodic benchmarking of corporate governance practice and, as needed, recommending appropriate changes.
2. Reviewing senior management membership on outside boards of directors.
3. Developing, administering and overseeing compliance with the Company’s Code of Business Ethics and Conduct.

### Nomination-Related Responsibilities and Procedures

1. Identifying individuals qualified to become members of the board;
2. Recommending to the board director nominees to be presented for stockholder approval at the annual meeting;
3. Recommending to the board director nominees to fill vacancies on the board as necessary;
4. Reviewing periodically the membership of each committee of the board and, as appropriate, recommending to the board assignments, reassignments or removals of committee members;
5. Making recommendations to the board regarding the size and composition of the board and developing criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, diversity and ability to represent the stockholders) for the selection of individuals to be considered as candidates for election to the board. These criteria will be used to evaluate candidates identified by third-party executive search firms or recommended by Committee members, other board members, or the Company's management, as well as candidates nominated by stockholders of the Company;
6. Evaluating director candidates proposed by stockholders and recommending to the board appropriate action on each such candidate; and
7. Retaining and/or terminating any search firm to be used to identify director candidates, in each case in its sole discretion. The committee also has the sole authority to approve such search firm's fees and other retention terms.

### Evaluation of the Charter and Committee Performance

The Committee shall review and reassess the charter at least annually and obtain the approval of the board of directors for any proposed changes to the charter. The Committee shall evaluate its own performance on an annual basis.