

MONSTER WORLDWIDE, INC.

NOMINATING COMMITTEE

CHARTER

Purpose

The Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Monster Worldwide, Inc. (the “Company”) is established for the purpose of assisting the Board in its selection of individuals (i) as nominees for election to the Board at annual meetings of the Company’s stockholders or (ii) to fill any vacancies or newly created directorships on the Board.

The Committee will exercise its business judgment in carrying out the responsibilities described in this charter in a manner that the Committee members reasonably believe to be in the best interests of the Company and its stockholders. No provision of this charter, however, is intended to create any right in favor of any third party, including any stockholder, officer, director or employee of the Company or any subsidiary thereof, in the event of a failure to comply with any provision of this charter.

Committee Membership

The Committee shall consist of no fewer than two (2) members. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market, Inc. (“Nasdaq”). The members of the Committee shall be appointed by the Board. Committee members shall serve at the pleasure of, and may be replaced at any time by, the Board. The Board shall also appoint one member of the Committee to act as the Chairperson of the Committee. The Chairperson and each other member of the Committee shall serve until the earlier of, (i) the date on which he or she is no longer a member of the Board or (ii) his or her resignation or removal by the Board. The Board may appoint additional or replacement members of the Committee from time to time.

Committee Authority and Responsibilities

The Committee shall have the authority to retain and terminate, on behalf of the Company, any search firm or other entity for the purpose of assisting the Committee in identifying candidates for Board membership and to approve the fees and other retention terms of any such search firm or other entity. The Committee also shall have the authority to retain, at the Company’s expense, and to obtain advice and assistance from, legal, accounting and other advisors in connection with the performance of its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any search firm, other entity or other advisors retained by the Committee and of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

So long as in compliance with applicable law and Nasdaq rules, the Committee may form and delegate authority to any subcommittee comprised solely of Committee members who are Independent Directors (as such term is defined by the Nasdaq listing standards).

The Committee shall have such other authority as shall be necessary or appropriate to effectuate its purposes as set forth in this Charter.

Specific duties and responsibilities of the Committee include, but are not limited to, the following:

1. To develop and revise as appropriate, selection criteria for Board nominees consistent with this charter which reflect the Company's commitment to recruiting directors who have personal and professional integrity, who have demonstrated exceptional ability and judgment, and who shall be effective, in conjunction with other nominees and directors, in collectively serving the long-term interests of the Company and its stockholders. The Company believes that having directors with relevant experience in business and industry and other areas is beneficial to the Board as a whole. Diversity of race, ethnicity, gender and age are also important factors in evaluating candidates for Board membership, and the Committee shall take reasonable steps to ensure that individuals who would enhance the Board's diversity are included in the pool from which Board nominees are chosen. Directors with such backgrounds can provide useful perspectives on significant risks and competitive advantages and understanding the challenges the Company faces.

2. To seek, interview and screen individuals qualified to become Board members for recommendation to the Board and to evaluate such individuals using the Committee's selection criteria.

3. To develop lists of desirable director nominees and share information concerning the potential nominees and the process with the Board, soliciting input from other Board members.

4. To recommend to the Board, for its selection, those qualified individuals, consistent with criteria approved by the Committee, as the Committee shall deem appropriate (i) as nominees for election by the stockholders to the Board at the next annual meeting of the stockholders of the Company or (ii) to fill any vacancies or newly created directorships on the Board. In making such recommendations, the Committee will endeavor to assure that the Board contains a majority of Independent Directors (as such term is defined by the Nasdaq listing standards).

5. To evaluate the qualifications of nominees submitted by the Company's stockholders using the same selection criteria the Committee uses to evaluate other potential nominees.

6. To extend to each prospective director nominee approved by the Board the invitation to stand for election to the Board.

7. Annually, to review and reassess the adequacy of this charter and recommend any proposed changes to the Board for its consideration as and where appropriate.

8. To perform such other duties as the Board may from time to time direct or as may be required by, or as the Committee shall deem appropriate under, applicable laws, rules and regulations.

Amendment

This charter may be amended from time to time by the Board and any amendment must be disclosed as required by, and in accordance with applicable laws, rules and regulations.