

CNET NETWORKS, INC.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. Purpose of the Governance Committee

The purpose of the committee shall be to (a) identify and recommend to the board qualified individuals to become board members, (b) determine the composition and procedures of the board of directors and its committees, (c) assess board effectiveness and (d) develop and implement the company's corporate governance guidelines.

II. Organization of the Governance Committee

The committee shall consist of at least two directors. Members of the committee shall be appointed and may be removed by the board of directors. All members of the committee shall be independent directors, and shall satisfy the Nasdaq and SEC standards for independence for members of the audit committee.

III. Responsibilities of the Governance Committee

In furtherance of the committee's purpose, the committee shall have the following authority and responsibilities:

1. The committee shall lead the search for individuals qualified to become members of the board of directors and to select director nominees to be presented for shareowner approval at the annual meeting. The committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the board, in collectively serving the long-term interests of the shareowners. In evaluating whether an individual is suitable for the board of directors, the committee will consider many factors, including an understanding of the Company's business, a general understanding of finance, education and professional background.
2. The committee shall consider and evaluate nominations for members of the board of directors that are properly submitted by the Company's shareowners in accordance with the procedures set forth in the Company's By-laws.
3. The committee shall review annually with the board the size and composition of the board as a whole and make recommendations to the board for changes in the size of the board as appropriate. The committee shall review the board of directors' committee structure and recommend to the board for its approval directors to serve as members of each committee. The committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.

4. The committee shall develop and recommend to the board of directors for its approval a set of corporate governance guidelines. The committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
5. The committee shall develop and recommend to the board of directors for its approval an annual self-evaluation process of the board and its members. The committee shall oversee the annual self-evaluations.
6. The committee shall review on an annual basis non-employee director compensation and benefits, and make recommendations to the board for any adjustments based on competitive data.
7. The committee shall develop and recommend to the board a code of ethics applicable to the Company, including senior financial officers, which addresses topics of conflicts of interest; accuracy and timeliness of reporting; compliance with applicable laws, rules and regulations, reporting of illegal or unethical behavior and compliance standards and procedures. The committee shall investigate any reported violations of the code of ethics.
8. The committee will consider possible conflicts of interest of directors and any related party transactions, and shall have the authority to approve any such related party transactions. The committee shall review the affiliations of directors and nominees for any potential conflict of interests and shall make recommendations to the board with respect to the determination of director independence.
9. The committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the board for approval.

IV. Authority to Delegate to Subcommittees and Retain Experts

The committee shall have the authority to delegate any of its responsibilities to subcommittees as the committee may deem appropriate in its sole discretion.

The committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the committee may deem appropriate in its sole discretion. The committee shall have sole authority to approve related fees and retention terms.

V. Reports to the Board of Directors

The committee shall report its actions and recommendations to the board after each committee meeting and shall conduct and present to the board an annual performance evaluation of the committee.