

AQUANTIVE, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Composition

The Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of aQuantive, Inc. (the "**Company**") shall consist of at least two directors of the Board. All members of the Committee shall be nonemployee directors and shall meet the independence requirements of The Nasdaq Stock Market, Inc. or similar requirements of such other securities exchange or quotation system as may from time to time apply to the Company. The Board shall appoint a Committee chairperson who shall be responsible for the leadership of the Committee, including preparing meeting agendas, presiding over meetings, maintaining regular contact with management as he or she deems necessary or advisable in connection with the Committee's discharge of its responsibilities, and reporting to the Board.

Duties and Responsibilities

The Committee is responsible for providing assistance to the Company's Board in the areas of Board membership selection, committee selection, evaluation of the overall effectiveness of the Board, and review and consideration of developments in corporate governance practices. The Committee's objective is to assure that the composition, practices and operation of the Board contribute to enhancing shareholder value and confidence over the long term.

In carrying out its purpose, the Committee will have the following duties and responsibilities:

Nominating and Board Composition

1. Approve nominations and recommend to the Board candidates for all directorships to be filled by the shareholders or the Board.
2. Consider, in making its nominations, candidates for directorships proposed by the Chief Executive Officer (the "**CEO**") and, within the bounds of practicability or as required by law, by any other senior executive officer, or any director, and to the extent required by law or regulation, any shareholder of the Company.
3. Approve nominations and recommend to the Board directors to fill seats on committees of the Board and directors to be designated as chairs of such committees.
4. Recommend removal of directors, subject to compliance with the Company's Articles of Incorporation and Bylaws, as such are amended

from time to time, and applicable law, when such removal is warranted prior to the expiration of their term of office.

5. Develop Board membership criteria as appropriate in light of the changing needs of the Company over time.

Corporate Governance

1. Regularly review issues and developments related to corporate governance and develop and recommend governance structures to the Board as deemed appropriate or necessary.
2. Review periodically and, as appropriate, make recommendations to the Board on the following:
 - the size and composition of the Board;
 - the frequency of meetings of the Board; and
 - the types and functions of any committees of the Board.
3. On an approximately annual basis, solicit input from the Board and conduct a review of the effectiveness of the operation of the Board and its committees.
4. Determine at least annually and report to the Board regarding the independence of directors and eligibility for board committees pursuant to Nasdaq and SEC rules.
5. Recommend whether certain matters of corporate governance should be decided by independent directors only.
6. Consider questions of possible conflicts of interest of the Board members and the Company's CEO, as such questions arise, either at a meeting of the Committee or in accordance with any process or procedures that may be approved by the Committee.
7. Review the Committee Charter from time to time and recommend any changes to the Board.
8. Perform such other duties as shall be assigned to the Committee by the Board.
9. Report to the Board on the major items covered at each Committee meeting.

Meetings

In accordance with the applicable provisions of the Company's Bylaws, as amended from time to time, the Committee shall meet at such times and places as the members deem by resolution, or upon the call of the Chairman of the Board, the Chief Executive Officer, the President, the Secretary or the Committee Chairperson, and shall make such recommendations to the Board as it deems appropriate.

Minutes

Minutes of each meeting shall be prepared and sent to Committee members. The minutes shall be retained by the Secretary of the Company.