

## **Internet Brands, Inc.**

### **Board of Directors Corporate Governance Guidelines**

The Board of Directors (the “Board”) of Internet Brands, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its responsibilities. These Guidelines reflect the commitment of the Board to monitor effectiveness of policy and decision-making, both at the Board and senior management levels, and to enhance stockholder value over the long-term. These Guidelines are a statement of policy and are not intended to interpret any federal or state law or regulation, including the Delaware General Corporation Law, or the Amended and Restated Certificate of Incorporation or the Amended and Restated By-Laws of the Company (together and as amended from time to time, the “Charter Documents”). These Guidelines shall be superseded by the Charter Documents in the event of conflict. The Guidelines are subject to periodic review and modification from time to time by the Board.

#### **Role of the Board of Directors**

*Oversight of Business and Management.* The Company’s business is conducted by its employees, under the direction of management with oversight by the Board. The Board represents the interests of the Company’s stockholders in optimizing long-term value while being sensitive to the concerns of other stakeholders and interested parties including employees, customers, government agencies and the public at-large.

*Functions of the Board.* As part of its oversight role, the Board considers its primary functions to include the following, which will be discharged either directly by the Board or through appropriate committees:

- Selecting, evaluating and compensating the Company’s Chief Executive Officer (“CEO”) and overseeing succession planning;
- Providing counsel and oversight to the CEO on the selection, evaluation, development and compensation of senior management;
- Monitoring fundamental financial and business strategies and approving significant corporate actions;
- Advising management on significant issues facing the Company;
- Overseeing the Company’s financial reporting process and the adequacy accounting, financial and internal controls; and
- Reviewing and evaluating the Company’s corporate governance policies, code of business ethics and legal and regulatory compliance procedures.

## **Structure of the Board; Membership Criteria**

*Membership Criteria.* The Nominating and Governance Committee (the “Governance Committee”) is responsible for reviewing with the Board, on at least an annual basis, the appropriate skills and characteristics required of Board members based on the Company’s needs from time to time. The Board seeks a balanced group of candidates who possess the background, skills, expertise and time to make a significant contribution to the Board, to the Company and its stockholders as a whole rather than special interest groups or constituencies. Each Director should be an individual of the highest character and integrity, with the ability to work well with others and with sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a Director. Additional potential criteria against which candidates may be measured may include the following: (i) has relevant educational background; (ii) has exemplary professional background; (iii) has relevant past and current employment affiliation(s), Board affiliations and experience; (iv) is technology-proficient; (v) has demonstrated effectiveness; possesses sound judgment; and/or (vi) brings a diverse background. In assessing a Board candidate, the Governance Committee’s charter requires it to conduct appropriate inquiries to establish such candidate’s compliance with the independence and other qualification requirements established by the Governance Committee or the Board.

*Size of the Board.* The number of Directors that constitutes the Board shall be fixed from time to time by a resolution adopted by the Board in conformity with the Amended and Restated By-Laws of the Company (the “By-Laws”). The Board shall periodically review its size to ensure that the number of members most effectively supports the Company.

*Identification of Director Candidates.* The Board has delegated to the Governance Committee the responsibility for identifying individuals qualified to become directors and reviewing and recommending nominees for membership to the Board. The Governance Committee will review all proposed nominees for the Board, including those proposed by stockholders, in accordance with its charter. Stockholders may propose nominees for consideration by utilizing the procedures communicated to stockholders in the Company’s annual proxy statement.

*Nomination of Directors.* The Governance Committee is responsible for nominating individuals to present to the Board as candidates for Board membership both in connection with the Company’s annual meeting of stockholders and to fill Board vacancies. The Board has delegated to the Governance Committee the screening process for identifying possible candidates.

*Director Continuing Education.* The Board recognizes the importance of continuing education for its Directors. Directors are encouraged to attend appropriate continuing education programs to help ensure that they stay current on corporate governance, best board practices, financial and accounting practices, ethical issues for directors and management and similar issues. Additionally, each Director is expected to take steps reasonably necessary to be adequately informed about the Company and external matters affecting it and to enable the Director to function effectively on the Board and on committees on which the Director serves.

*Proportion of Independent Directors.* The Board believes that the Board should consist of Directors who meet the criteria for independence required by applicable listing standards. The Board also believes that the Chief Executive Officer should be a member of the Board.

*Material Changes in a Director's Status.* If a Director (i) intends to accept an invitation to join the board of directors of another publicly traded company, (ii) is or believes he or she will be subject to events or circumstances that could adversely affect the Company or his or her fitness to serve on the Board or any of its committees, or (iii) has a substantial change in professional responsibilities, occupation or business association, the Director shall notify the Governance Committee. The Governance Committee shall make a recommendation to the Board on the continued appropriateness of Board or committee membership under these circumstances. Board members will take any such action as the Governance Committee deems necessary or appropriate.

## **Board Procedures**

*Selection of Chairman and Chief Executive Officer.* The Board shall select and appoint the Chief Executive Officer and the Chairman of the Board.

*Attendance at Board, Committee and Annual Meetings.* The Board currently has four regularly scheduled meetings each year, plus special meetings as required. Each Board member shall make every effort to attend each Board meeting, each meeting of a committee on which he or she serves and the annual meeting of stockholders, preferably in person but otherwise via telephone conference call or other electronic means.

*Time Commitment and Board Service.* Each Board member is expected to ensure that his or her other existing and planned future commitments do not materially interfere with such member's service on the Company's Board.

*Closed Sessions among Outside Directors.* At the conclusion of every regularly scheduled Board meeting, the Outside Directors shall have the opportunity to meet separately without the other Directors and management.

*Availability of Outside Advisors.* The Board and each of its committees may retain outside advisors –legal, accounting, investment banking, and any others as the Board or such Committees deems necessary or appropriate- of its choosing at the Company's expense. Neither the Board nor any committee is required to obtain management's consent to retain outside advisors.

*Access to Information and Employees.* The Board shall have complete, unfettered access to any information about the Company that it deems necessary or appropriate to carry out its duties. This includes, among other things, access to the Company's employees (senior management, in particular), documents and the Company's facilities.

*Governance Guidelines.* The Board shall review these Guidelines at least every two years. The Board may delegate this responsibility to the Governance Committee.

## **Board Committees**

*Nature of Committees.* The purpose of Board committees is to help the Board effectively and efficiently fulfill its responsibilities, although they do not displace the oversight responsibilities of the Board as a whole. Committees will report the results of their significant activities to the full Board and make recommendations to the full Board as appropriate.

*Number and Composition of Committees.* The Company's Board currently has three committees: the Audit Committee, the Compensation Committee, and the Governance Committee. From time to time, the Board may form a new committee or disband a current committee depending upon the circumstances. Committee composition shall conform to the requirements of any applicable rules and regulations, as they may be amended from time to time.

*Appointment and Term of Service of Committee Members.* The Governance Committee shall recommend individuals to the Board to serve as Committee members, who shall, if appointed by the Board, serve until their resignation or until the Board appoints a successor.

*Committee Proceedings.* Committee proceedings shall conform to the requirements of the NASDAQ Stock Market (or other listing standards which may be applicable) and other applicable regulations as they may be amended from time to time. Each of the Company's committees shall be governed by a written charter approved by the Board. The agendas and meeting minutes of the Committees shall be shared with the full Board. Each committee shall periodically report to the Board on significant matters discussed by such committee.

## **Board Compensation**

Board compensation shall be determined by the Compensation Committee from time to time. It is appropriate for the Compensation Committee to receive, from time to time, reports on the status of Board compensation in relation to other similarly situated U.S. companies to ensure that the Company's Board compensation is appropriate and competitive.

## **Outside Directorships; Conflicts of Interest**

From time to time, members of the board are invited to serve on boards of other public companies. Participation should be very selective. To ensure that members of the Board have the time and resources to commit to the Company's Board, it is recommended that Board members serve on four or fewer boards of publicly held companies. In addition, members of the board should not serve on the board of any company that may cause a material conflict of interest. Board members should normally avoid serving on the board of a service provider, contractor, consultant or other party with whom the Company does a material amount of business, particularly when participation might create an impression of favoritism or conflict of interest.

## **Annual Self-Assessment**

The Governance Committee shall recommend to the Board an annual self-assessment process. The self-assessment process will focus on whether the Board and its members are

functioning effectively and the contribution of the Board and its members to the Company. The Chairman of the Nominating and Governance Committee will lead the Board in its review of the results of the annual self-assessment process. In addition, each committee of the Board will perform an annual self-assessment as provided for under the respective charter of each committee.

### **Definitions**

*Independent Director.* An “Independent Director” means any director who satisfies the NASDAQ Stock Market Issuer requirements (or other listing standards which may be applicable) for independent directors, as they may be amended from time to time.

*Outside Director.* An “Outside Director” means any director who is not currently an employee of the Company.

**Adopted by the Nominating and Governance Committee: April 27 2010**