

**XO GROUP INC.
COMPENSATION COMMITTEE CHARTER**

I. Purpose of the Committee

The Compensation Committee (the “Committee”) is a standing committee of the Board of Directors. The purpose of the Committee is to review, and, as appropriate, act on behalf of the Board or make recommendations to the Board concerning executive and non-employee director compensation and to oversee and advise the Board on the adoption of plans and policies that govern the Company’s compensation programs, including stock and benefit plans. The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement.

In discharging its responsibilities the Committee is not expected to assume an active role in the day to day operation or management of the Company. The basic responsibility of the Committee is to exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members reasonably believe to be in the best interest of the Company and its stockholders.

II. Committee Membership

The Committee shall be comprised of at least two independent members of the Company’s Board of Directors, and each member of the Committee shall meet the independence requirements as defined under the applicable rules of each stock exchange on which the Company’s shares are listed for trading or otherwise publicly quoted (except as otherwise permitted under such rules) and the rules and regulations of the SEC, and meet the definitions of “non-employee director” for purposes of SEC Rule 16b-3 and “outside director” for purposes of Section 162(m) of the Internal Revenue Code (“Section 162(m)"). The Board of Directors shall appoint the members of the Committee and its Chairperson annually, and each member of the Committee shall serve at the pleasure of the Board of Directors and may be replaced by the Board of Directors. Subject to the requirements of the listing standards, the Board of Directors may appoint and remove Committee members in accordance with the Company’s by-laws. Committee members will serve for such term or terms as the Board of Directors may determine or until earlier resignation or death. No Committee member shall be an affiliated person of the Company or receive compensation other than in his or her capacity as a member of the Committee, the Board of Directors or other Board Committee, as defined in applicable SEC rules. Committee members are prohibited from interlocking or insider participation with any member of the board or compensation committee of another company.

III. Organization

The Committee shall meet as often as it deems necessary or advisable, but it is anticipated that the Committee shall meet not less frequently than two (2) times each year. Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four (24) hours prior to the meeting. The Chairperson, with input from the other members of the Committee, shall set the agendas for Committee meetings. The Committee shall keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records. The Committee shall report to the Board of Directors on the major items covered at each Committee meeting and shall make recommendations to the Board and management as appropriate. The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend any meeting of the Committee or to meet with any members

of, or consultants to, the Committee. A quorum for the transaction of business at any meeting of the Committee shall consist of a majority of Committee members.

Members of the Committee may participate in a meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

IV. Committee Responsibility and Authority

The authority delegated to the Committee is set forth below. This description of authority is intended as a guide and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Committee hereunder.

1. In consultation with all other non-management members of the Board, the Committee shall evaluate, in such manner, as it deems appropriate, the performance of the Company's Chairman and Chief Executive Officer and other Executive Officers (the "Executive Officers"), including reviewing and approving corporate goals and objectives relating to the compensation of such officers and evaluating their performance in light of such goals and objectives. Based on this evaluation, the Committee shall set the amount and form of compensation for the Executive Officers. The Committee will review at least annually the Chief Executive Officer's performance in light of goals and objectives established by the Committee for such performance, including the relationship of such compensation to corporate performance, and in light of such review determine the Chief Executive Officer's compensation and incentive-compensation and equity-based plan awards that are subject to Board approval. In determining the incentive components of the Chief Executive Officer's compensation, the Committee may also consider a number of other factors, including, but not limited to, the Company's performance and relative shareholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies, and awards given to the Chief Executive Officer in past years. The Chief Executive Officer shall not be present during any deliberations of or voting by the Committee regarding the Chief Executive Officer's compensation. In reviewing Chief Executive Officer compensation, the Committee will consider the results of most recent stockholder advisory vote on executive compensation ("say on pay").
2. The Committee shall oversee in such manner it deems appropriate the periodic evaluation of the performance of the Executive Officers. In connection therewith, the Committee shall have the sole responsibility to consider and approve base salary, salary increases and other remuneration arrangements for the Executive Officers, including participation in any incentive-compensation plans and equity-based plans. In reviewing Executive Officer compensation, the Committee will consider the results of most recent stockholder advisory vote on executive compensation ("say on pay").
3. The Committee shall review trends in management compensation and shall oversee the adoption and administration of incentive-compensation plans and equity-based plans for all Executive Officers and non-employee directors, and, when necessary, approve the revision of existing plans. The Committee shall make individual determinations and grant any restricted stock, stock options or other equity-based awards under any equity-based compensation plan, including, without limitation, any stock option plan, other than with respect to non-employee

directors and other than with respect to stock options or other equity awards for which grant-making authority has been delegated by the Board to another committee of the Board.

4. The Committee shall not approve any direct or indirect loan, guarantee or other extension of credit to the Chief Executive Officer or any other director or Executive Officer, except as permitted under Section 13(k) of the Securities Exchange Act of 1934, as amended.
5. Except with respect to the determination of the amount and form of compensation paid to the Company's Chief Executive Officer, the Committee may delegate authority to individual Committee members or such subcommittees as the Committee deems appropriate and shall review the actions of all such individuals or subcommittees as appropriate.
6. The Committee may retain (or obtain the advice of) and terminate, in its sole discretion, independent legal, financial or other advisers as it may deem necessary. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and such other adviser retained by the Committee as it deems necessary and advisable to assist the Committee in carrying out its responsibilities and functions as set forth herein. Compensation paid to such parties and related expenses will be borne by the Company and the Company will make appropriate funding available to the Committee for payment of reasonable compensation, as determined by the Committee, to any compensation consultant, legal counsel and other adviser retained by the Committee. The Committee shall also have the authority for approving the material terms of all arrangements between the Company and compensation consultants unless the Committee has retained its own consultant or the services relate only to consulting on broad-based plans. Before selecting any compensation consultant, legal counsel or other adviser described above, the Committee will consider all factors relevant to that person's independence from management, including the following factors:
 - (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel, or other adviser;
 - (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel, or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other adviser;
 - (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel, or other adviser that are designed to prevent conflicts of interest;
 - (iv) any business or personal relationship of the compensation consultant, legal counsel, or other adviser with a member of the Committee;
 - (v) any stock of the Company owned by the compensation consultant, legal counsel, or other adviser; and
 - (vi) any business or personal relationship of the compensation consultant, legal counsel, or other adviser or the person employing the adviser with an executive officer of the Company.

7. The Committee shall have oversight over the Company's overall compensation structure, practices, and benefit plans. The Committee shall review the Company's compensation policies and practices at least annually to assess their adequacy in promoting the long-term interests of the Company and its stockholders. The Committee shall review periodic reports from management to further assess whether the Company's compensation structure, policies, practices and benefit plans create risks that are reasonably likely to have a material adverse effect on the Company.
8. The Committee will periodically review and make recommendations to the Board as to compensation for the non-employee directors of the Board, including the grant of equity awards.
9. At any time during which the Company is subject to the periodic reporting requirements of the Exchange Act, the Committee shall review and discuss with management the Company's proposed disclosure under the "Compensation Discussion and Analysis" required by Regulation S-K under the Securities Exchange Act and recommend to the Board whether such Compensation Discussion and Analysis should be included in the Company's proxy statement and Annual Report on Form 10-K, unless the Company is a "smaller reporting company" and elects to omit the disclosure.
10. The Committee shall produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
11. The Committee shall have the authority to oversee the Company's response to regulatory rules, regulations and developments affecting compensation. The Committee shall, along with the Nominating and Corporate Governance Committee, be responsible for reviewing and making recommendations to the Board regarding (i) the Company's responses to stockholder proposals related to compensation matters and (ii) the Company's proposals relating to advisory votes on executive compensation and the frequency of such votes.
12. The Committee has the authority to perform such other activities and functions as are required by law, applicable stock exchange rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.
13. The Committee shall report to the Board regularly on its actions and deliberations.

Except with respect to matters relating to compensation of the Company's Executive Officers, with respect to which the Board delegates to the Committee exclusive authority, the Board has simultaneously reserved to itself all authority delegated under this Charter to the Committee. This reservation of authority does not in any way limit the Committee's authority to act definitively on matters delegated to it under this Charter.

V. Committee Voting Procedures

In the event that the Committee has more than two (2) members and one (1) or more members of the Committee are absent from a meeting of the Committee, or, being present at a meeting, recuse themselves from an action taken, the remaining members of the Committee (provided there are at least two (2) such members), acting unanimously, shall have the power to take

any necessary action. No action of the Committee shall be valid unless taken pursuant to a resolution adopted and approved by at least two (2) members of the Committee. No employee- member of the Committee shall participate in any discussions or deliberations relating to such person's own compensation or other matters in which such person has a material interest.

The Committee may also act by unanimous written consent of the then-serving members of the Committee.

VI. Committee Self-Assessment

The Committee shall periodically, but no less frequently than annually, conduct an evaluation of its performance and shall report the results of such review to the Board. In connection with the annual review, the Committee shall also recommend to the Board any modifications to this Charter that the Committee deems necessary or appropriate. The format of the self-assessment shall be determined by the Committee.

VII. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to compensation consultants retained to assist in the evaluation of non-employee director, CEO or Executive Officer compensation, this authority shall be vested solely in the Committee

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