

XO GROUP INC.
AUDIT COMMITTEE CHARTER

Purpose of the Committee

The Audit Committee is a standing Committee of the Board of Directors. The purpose of the Committee is to assist the Board of Directors in fulfilling its oversight responsibility relating to: (i) the integrity of the Company's financial statements, the financial reporting process and the systems of internal accounting and financial controls; (ii) the appointment, engagement and performance of the independent auditors and the evaluation of the independent auditors' qualifications and independence; (iii) the performance of the Company's internal audit function; and (iv) the Company's compliance with legal and regulatory requirements. In so doing, it is the responsibility of the Committee to maintain free and open communication between the Committee, the independent auditors and management of the Company and to resolve any disagreements between the management and the independent auditors regarding financial reporting.

In discharging its responsibilities, the Committee is not itself responsible for the planning or the performance of audits, or for any determination that the Company's financial statements are complete and accurate, or in accordance with generally accepted accounting principles. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements.

The Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and it is authorized to retain, at the expense of the Company, independent legal, accounting or such other advisors as it may deem necessary or advisable to carry out its duties.

The Committee is also responsible for the preparation of the audit Committee report required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

Committee Membership

The Committee shall be comprised of at least three independent members of the Company's Board of Directors, and each member of the Committee shall meet the independence requirements as defined in Section 10A(m) of the Securities Exchange Act of 1934, as amended, and the rules and regulations of the SEC, and shall meet the independence requirements 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). 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 Audit Committee, the Board of Directors or other Board Committee, as defined in applicable SEC rules.

Each member of the Committee shall be financially literate, as such qualification is interpreted by the Board of Directors in its business judgment pursuant to the listing standards 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). At least one member of the Committee shall be a "financial expert" as defined by the SEC. The designation or determination by the Board of Directors of a person as an "audit committee financial expert" will not impose on such person individually, on the Committee or on the Board of Directors as a whole any greater duties, obligations or liabilities than would exist in the absence of such a designation or determination.

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. Members of the Audit Committee will serve for such term or terms as the Board may determine or until earlier resignation or death. Subject to the requirements of the listing standards, the Board may appoint and remove Committee members in accordance with the Company's by-laws. Members of the Audit Committee shall not serve on more than three other public company Audit Committees.

Meetings

The Committee shall meet as often as it deems necessary or advisable but not less frequently than quarterly. 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 will also hold meetings as often as it deems necessary/advisable with management and internal audit. 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. During each of its regular meetings, the Committee members shall meet separately with the Company's independent auditors with no members of management present. 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 or its independent auditor 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 then-serving Committee members. The Committee may also act by unanimous written consent of the then-serving members of the Committee. 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.

Committee Responsibilities and Authority

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible in order to best react to changing conditions and circumstances. The following shall be the principal duties and responsibilities of the Committee:

A. Review of Annual and Quarterly SEC Filings. The Committee shall review with management and the independent auditors the annual audited financial statements and quarterly

financial statements, including management's discussion and analysis, and (i) all critical accounting policies and practices, (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, (iii) any changes in the accounting policies or principles applied by the Company, (iv) the reasonableness of significant judgments, (v) the clarity of the disclosures in the financial statements, (vi) the adequacy of the disclosure of off-balance sheet transactions, arrangements, obligations and relationships in reports filed with the SEC, (vi) the appropriateness of the presentation of any non-GAAP financial measures (as defined in the Regulations) included in any report filed with the SEC or in any public disclosure or release, (vii) any material correcting adjustments that have been identified by the independent auditors and any material unadjusted differences, (viii) any major issues as to the adequacy of the Company's internal controls, (ix) any special steps taken in light of material control deficiencies, and (x) other written material communications between the independent auditor and management. The Committee shall also discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards, applicable law or listing standards, including the matters required to be discussed by Statement on Auditing Standards No. 114, as it may be modified or supplemented. Based on such review and discussion, the Committee shall make a determination whether to recommend to the Board of Directors that the audited financial statements should be included in the Company's Annual Report on Form 10-K and the Company's Annual Report to Stockholders.

B. Review of Disclosure Controls and Procedures. The Committee shall review with the Chief Executive Officer and the Chief Financial Officer, and other Company officers, the Company's disclosure controls and procedures and shall review periodically, but not less frequently than quarterly, management's conclusions about the effectiveness of such disclosure controls and procedures, including any deficiencies in, or material non-compliance with, such controls and procedures.

C. Review of Internal Control Functions. The Committee shall review with management and the independent auditors, management's annual internal control report, and the attestation of such report by the independent auditors. Management and the independent auditors shall report promptly to the Committee any significant deficiencies in the design or operation of the Company's internal controls, material weaknesses in internal controls and any fraud (regardless of materiality) involving persons having a significant role in the internal controls, as well as any significant changes in internal controls implemented by management during the most recent reporting period of the Company.

D. Review of Internal Auditor. The Committee shall evaluate the performance of the internal auditor and, if so determined by the Committee, recommend replacement of the internal auditor.

E. Engagement/Oversight of Independent Auditors. The Committee shall be solely responsible for the appointment of the Company's "registered public accounting" firm as defined under the Sarbanes-Oxley Act of 2002 and, where appropriate, for their termination and replacement. The Committee shall also be responsible for the oversight of the work performed by the independent auditor, and for resolution of any disagreements between management and the auditor regarding financial reporting. The independent auditor shall report directly to the Committee. The

Committee shall pre-approve all audit services and permitted non-audit services to be performed for the Company by its independent auditor. The Committee shall also be solely responsible for approving the fees to be paid to the independent auditors for their services. The Committee may delegate authority to one or more members of the Committee to pre-approve audit and permitted non-audit services (including pre-approval of fees), provided that the approvals granted by such persons are reviewed with the full Committee at its next scheduled meeting. The independent auditors shall not be engaged to perform any non-audit services that would impair the independence of the auditors as more fully described in applicable law or SEC regulations. In carrying out the responsibilities related to the engagement and oversight of the independent auditor, the Committee may obtain the input of the Company's management.

F. Independence/Performance of Independent Auditors. The Committee shall receive a report from the independent auditors at least annually regarding their independence. The Committee shall discuss such report with the auditors and take such action as it may deem necessary to satisfy itself that the auditors are independent. The Committee shall also evaluate the performance of the Company's independent auditors annually. In doing so, the Committee shall consult with management and shall obtain and review a report from the independent auditors describing: (i) all relationships between the independent auditors and the Company, (ii) their internal quality control procedures, and (iii) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years in respect of one or more independent audits conducted by the firm, and any steps taken to deal with such issues. The Committee shall also evaluate whether the provision of permitted non-audit services is compatible with maintaining the auditors' independence.

G. Audits by Independent Auditors. The Committee shall discuss with the independent auditors prior to the commencement of the annual audit, and at least annually, the overall scope and plans for the audit, including any adequacy of staffing and other factors that may affect the effectiveness and timeliness of such audits. In this connection, the Committee shall discuss with management and the independent auditors the Company's major risk exposures (whether financial, operating or otherwise), the adequacy and effectiveness of the Company's accounting, financial, and disclosure controls, and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

H. Review of Certain Matters with Internal and Independent Auditors. The Committee shall approve, in accordance with Sections 10A(h) and (i) of the Exchange Act, the Regulations and the Auditing Standards of the Public Company Accounting Oversight Board, all professional services, to be provided to the Company by its independent auditor, provided that the Committee shall not approve any non-audit services proscribed by Section 10A(g) of the Exchange Act in the absence of an applicable exemption. The Committee shall instruct the independent auditor to report to the Committee on all critical accounting policies of the Company, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor, and other material written communication between the independent auditor and management, and discuss these matters with the independent auditor and management. The Committee shall also review periodically with management and the independent auditors the effect of new or proposed regulatory and accounting initiatives on the Company's financial statements and other public disclosures.

I. Consultation with Independent Auditors. The Committee shall review with the independent auditors any problems or difficulties the auditors may have encountered in connection with the annual audit or otherwise and any management letter provided by the auditors and the Company's response to that letter. Such review shall include a description of the difficulties encountered, including any restriction on the scope of activities or access to required information, any disagreements with management regarding generally accepted accounting principles and other matters.

J. Consultation with Corporate Counsel. The Committee shall review with the Company's Corporate Counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.

K. Other Responsibilities.

1. The Committee shall approve guidelines for the Company's hiring of former employees of the independent auditors, which shall meet the requirements of applicable law and listing standards.
2. The Committee shall review the Company's policies and practices related to compliance with laws and ethical conduct.
3. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
4. The Committee shall review and oversee procedures designed to identify "related party" transactions that are material to the Company's consolidated financial statements or otherwise require disclosure under applicable laws and rules adopted by the SEC. The Committee shall have the authority to approve any such "related party" transactions, and the authority to evaluate and approve any possible conflicts of interest of directors and management and any other "related party" transactions. In exercising such authority, the Committee shall review periodically, but no less frequently than annually, a summary of the Company's transactions with directors and executive officers and with firms that employ directors, as well as any other material related party transactions. The independent auditors will be informed of related party transactions.
5. The Committee shall discuss with the independent auditor and management, the internal auditor and independent auditor's assessments of the Company's risk management guidelines, policies and processes, and its system of internal controls.
6. The Committee shall, on behalf of the Board, oversee the principal risk exposures facing the Company and the Company's mitigation efforts in respect of such

risks, including, but not limited to financial reporting risks, data security, and credit and liquidity risks.

7. The Committee shall review with management any significant changes to GAAP, SEC and other accounting policies or standards that will impact or could impact the financial reports under review.
8. The Committee shall review significant changes to the Company's accounting principles and practices proposed by the independent auditor, the internal auditor or management.
9. The Committee shall instruct the independent auditor and the internal auditor to advise the Committee if there are any subjects that require special attention.
10. The Committee shall generally review and discuss the Company's earnings press releases, as well as any financial information and earnings guidance provided to analysts and rating agencies.
11. The Committee shall discuss with management and the independent auditor the quarterly financial statements prior to the filing of the Form 10-Q, including Management's Discussion and Analysis of Financial Condition and Results of Operations contained therein; provided that this responsibility may be delegated to the chairperson of the Committee or a member of the Committee who is a financial expert.
12. The Committee shall periodically conduct separate executive sessions with management, the internal auditor and the independent auditor to discuss matters that any of them or the Committee believes could significantly affect the financial statements and should be discussed privately; and review with the independent auditor any audit problems or difficulties and management's response.
13. The Committee shall have such direct and independent interaction with members of management, including the Company's Chief Financial Officer, as the Committee believes appropriate.
14. The Committee shall conduct or authorize such inquiries into matters within the Committee's scope of responsibility as the Committee deems appropriate.
15. The Committee shall engage and terminate independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities.
16. The Committee shall cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to the Company's independent auditor and any legal counsel or other advisers engaged by the Committee, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

17. The Committee shall 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. The Committee may delegate any of its responsibilities to one or more members of the Committee.

L. Committee Self-Assessment. The Committee shall annually, but no less frequently than annually, conduct an annual 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.

Date Last Revised: February 21, 2017