

XO GROUP INC.
CHARTER OF THE NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS

I. Purpose

The primary purposes of the Nominating and Corporate Governance Committee (“Committee”) of the Board of Directors of XO Group Inc. (the “Board”) are to:

- A. Recommend to the Board from time to time enhancements to the structure and operation of the Board;
- B. To identify individuals qualified to serve as members of the Board, consistent with criteria approved by the Board, and to recommend individuals to be appointed as directors by the Board or selected by the Board as nominees to stand for election at the next Annual Meeting of stockholders;
- C. Recommend to the Board the responsibilities of each Board committee, enhancements to the structure and operation of each Board committee and the directors for assignment to each Board committee;
- D. Oversee the Board’s annual evaluation of its performance and the performance of the Board committees; and
- E. Develop and recommend to the Board for adoption a set of corporate governance guidelines applicable to the Company and to periodically review and recommend any changes to the same.

II. Committee Membership

The Committee shall be comprised of at least two independent members of the Company’s Board of Directors. The Board shall determine from time to time the number of directors that shall constitute the committee. Members of the Committee shall be appointed and may be removed by the Board. 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 may appoint and remove Committee members in accordance with the Company’s by-laws. Members will serve for such term or terms as the Board may determine or until earlier resignation or death. Each member of the Committee 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 by such rules) and the rules and regulations of the Securities and Exchange Commission. No Committee member shall be an affiliated person of the Company and receive compensation other than in his or her capacity as a member of the Board or Board committee, as defined in Securities and Exchange Commission rules.

III. Organization

The Committee shall meet as often as it deems necessary or advisable, but not less than once a 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. 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.

The Committee shall report to the Board 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. The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or NYSE rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action to be so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.

IV. Committee Responsibility and Authority

The responsibility and authority of the Committee include the following:

1. The Committee shall identify individuals qualified to become members of the Board (including candidates recommended by the Company's stockholders) and recommend individuals to be appointed as directors by the Board or selected by the Board as nominees to stand for election at the next Annual Meeting of stockholders consistent with criteria approved by the Board.
2. The Committee shall recommend to the Board for its approval criteria for the selection of new directors and the evaluation and renomination of existing directors. The Committee shall comply with such criteria in exercising its responsibilities under this Charter.
3. The Committee shall consider and evaluate nominations for members of the Board who are properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's By-laws.

4. Notwithstanding anything to the contrary in this Charter, if the Company is required by contract or otherwise to provide third parties with the ability to nominate one or more directors, the selection and nomination of such directors shall not be subject to review or approval by the Committee.
5. 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's committee structure and, after consultation with the Chairman and Chief Executive Officer, recommend to the Board for its approval the responsibilities of each Board committee, enhancements to the structure and operation of each Board committee (including the creation, consolidation or elimination of Board committees), and directors to serve as members of each Committee. The Committee will conduct such review with a view toward balancing benefits derived from differences in professional experience, educational background, viewpoint and other individual qualities and attributes that will facilitate and enhance the Board's deliberations and decisions, as well as its oversight of the Company's business and affairs. The Committee shall also recommend additional directors to fill vacancies on committees as needed.
6. The Committee shall develop and recommend to the Board for its adoption 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.
7. The Committee shall consider and, if appropriate, approve waivers or amendments to the Company's Code of Business Ethics and Conduct, Code of Ethics for the chairman, chief executive officer and senior financial officers and the Corporate Governance Guidelines, which shall be timely and appropriately disclosed, to the extent required.
8. 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 oversee the orientation process for new directors.
10. The Committee shall oversee the annual evaluation of the performance of the Board and its committees and management. The Committee shall discuss the evaluation with the full Board following the end of each fiscal year. This assessment will include reviewing the members' qualification as independent, as well as their skills and experience in the context of the needs of the Board and shall include consideration of the diversity of the members' skills and experience in areas that are relevant to the Company's business and activities, including operations, finance, marketing and sales. The Committee will also review the appropriateness of each Board member's continued service.

11. The Committee shall oversee the Board's evaluation of its performance and the performance of individual directors which shall occur at least annually. The Committee shall develop the criteria and an oral or written assessment questionnaire to be used in such evaluations.
12. The Committee shall assess the effectiveness of any diversity policy the Board may decide to implement.
13. The Committee shall identify, evaluate and recommend to the independent directors of the Company individuals to fill any vacancies or newly created directorships that may occur between meetings of the Company's stockholders at which directors are to be elected.
14. The Committee shall, from time to time, review and assess the Company's code of business conduct and ethics, and the Company's code of ethics for the Chairman and Chief Executive Officer and Senior Financial Officers, and recommend changes for approval by the Board.
15. The Committee shall monitor developments and recommendations of proxy advisory firms and institutional investors and report to the Board on any recommendations or necessary changes in its corporate governance policies and procedures.
16. The Committee shall delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
17. 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 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.
18. 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.

V. Committee Self-Assessment

The Committee shall 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.

VI. 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.

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