

GRUBHUB INC.

COMPENSATION COMMITTEE CHARTER

Adopted February 26, 2014

I. General Statement of Purpose

This charter adopted by the Board of Directors (the “**Board**”) of GrubHub Inc. (the “**Company**”), governs the operations of the Compensation Committee (the “**Compensation Committee**”) of the Board. The Board delegates to the Compensation Committee the full power to perform its responsibilities and duties, and to make decisions regarding compensation matters pertaining to the Company. The Compensation Committee oversees the Company’s overall compensation structure, policies and programs, reviews the Company’s processes and procedures for the consideration and determination of director and executive compensation, and is responsible for producing a report for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, as applicable, in accordance with applicable rules and regulations.

II. Compensation Committee Composition

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to Section 303A of the New York Stock Exchange Listed Company Manual. In determining the independence of the members of the Compensation Committee, the Board will consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Compensation Committee member, including, but not limited to, the factors enumerated in Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). In addition, the Board will also consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Exchange Act, and as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Compensation Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation Committee to serve as Chairman of the Compensation Committee.

III. Meetings

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities. The Compensation Committee may meet in person or by telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee

may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent in accordance with the Company's bylaws. The Chairman of the Compensation Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter.

IV. Compensation Committee Activities

The Compensation Committee's purpose and responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter and submit any proposed changes to the Board for approval.

B. Review Processes and Procedures for Considering and Determining Director and Executive Compensation

- Periodically review and reassess (and, where appropriate, make such recommendations to the Board as the Compensation Committee deems advisable with regard to) the Company's processes and procedures for the consideration and determination of director and executive compensation and the compensation of such other persons as may be designated by the Board, and review and discuss with management any description of such processes and procedures to be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

C. Compensation Committee Report

- Review and discuss with management the compensation disclosure to be included in the Company's proxy statement or annual report on Form 10-K, as applicable, in accordance with applicable rules and regulations ("CD&A").
- Based on the Compensation Committee's review and discussions with management regarding the CD&A, make a recommendation to the Board that the CD&A be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- Prepare the Compensation Committee Report to be included in the Company's proxy statement or annual report on Form 10-K, as applicable, in accordance with the applicable rules and regulations of the Securities and Exchange Commission, the New York Stock Exchange Listed Company Manual, and any other rules and regulations applicable to the Company.

D. Annual Performance Evaluation of the Compensation Committee

- Perform an annual performance evaluation of the Compensation Committee and report to the Board or the Nominating and Corporate Governance Committee on the results of such evaluation.

E. Incentive-Compensation and Equity-Based Plans

- Review and approve grants and awards under incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such plans.
- Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to policies and procedures for the grant of equity-based awards by the Company.
- Administer the Company's incentive-based and equity-based compensation plans, including amending and interpreting such plans and the awards and agreements issued pursuant thereto. Review and approve or, where subject to stockholder approval as required by law or stock exchange requirements, make such recommendations to the Board as the Compensation Committee deems advisable, the adoption or amendment of any incentive, equity-based and other compensatory plans of the Company.

F. Matters Related to Compensation of the Company's Chief Executive Officer

- Review and approve the corporate goals and objectives that may be relevant to the compensation of the Company's Chief Executive Officer ("CEO").
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine the CEO's compensation based on such evaluation.

G. Matters Related to Compensation of the Officers Other Than the Chief Executive Officer

- Determine the compensation of all officers of the Company other than the CEO; for purposes hereof the term "officer" has the meaning defined in Section 16 of the Exchange Act and Rule 16a-1 promulgated thereunder.

H. Matters Related to the Engagement, Compensation and Oversight of Consulting Firms, Independent Legal Counsel or Other Advisors

- Exercise sole authority to retain, obtain the advice of and terminate any compensation consultant, independent legal counsel or other advisor to assist in the performance of the Compensation Committee's functions after taking into consideration the factors enumerated in Rule 10C-1 under

the Exchange Act and any other factors established pursuant to Section 303A of the New York Stock Exchange Listed Company Manual, and the Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other adviser retained by the Compensation Committee.

- Exercise sole authority to approve any fees and other retention terms of any compensation consultant, independent legal counsel or other advisor retained by the Compensation Committee.

V. Additional Compensation Committee Authority

The Compensation Committee is authorized, on behalf of the Board, to do any of the following, as the Compensation Committee deems necessary or appropriate in its discretion:

A. Compensation of the Company's Directors and Senior Management

- Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the compensation of the directors of the Company, including with respect to any equity-based plans.
- Provide oversight of management's decisions regarding the compensation of all members of senior management of the Company (other than the CEO and other officers described above), including with respect to any incentive- compensation plans and equity-based plans.

VI. General

- The Compensation Committee may establish and delegate authority to one or more subcommittees, consisting of one or more of its members, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility.
- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation Committee may consult.
- The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor, or any other professional

retained by the Company to render advice to the Company, attend a meeting of the Compensation Committee or meet with any its members or advisors.

- The Compensation Committee may perform such other functions as may be requested by the Board from time to time.