

WEBMEDIABRANDS INC.

COMPENSATION COMMITTEE CHARTER

I. PURPOSE AND RESPONSIBILITIES

The purpose of the Compensation Committee of the Board of Directors of WebMediaBrands Inc. (the “Corporation”) is to formulate, evaluate and approve the compensation of the Corporation’s directors, senior executive officers and key employees and to oversee all incentive and equity based compensation programs. These responsibilities include: (1) reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the “CEO”) of the Corporation; (ii) evaluating the CEO’s performance in light of those goals and objectives; (iii) either as a committee or together with the other independent directors of the Board of Directors (as directed by the Board of Directors), determining and approving the CEO’s compensation based on this evaluation; (iv) making recommendations to the Board of Directors regarding the compensation of directors, executive officers, and other key employees (other than the CEO) as well as with respect to incentive-compensation plans and equity-based plans; (v) making recommendations to the Board of Directors regarding any employment, severance or similar agreements for executive officers and other key employees (other than the CEO); and (vi) preparing a report on executive compensation as required by the Securities and Exchange Commission (“SEC”).

II. ORGANIZATION AND MEMBERSHIP

The members of the Compensation Committee shall be independent directors (under all applicable rules and regulations) and shall be appointed and shall serve until their successors are duly elected and qualified or until their earlier resignation or removal by the Board of Directors. The Board of Directors shall designate the chairperson of the Compensation Committee. The Compensation Committee shall meet on the call of its chairman, but not less than twice per year, and at any other time the Compensation Committee members may deem appropriate. The Compensation Committee has the sole authority to retain and terminate advisors to assist in evaluating director, CEO or senior executive compensation and any other matters described in this Charter, including the sole authority to approve such advisors’ fees and other retention terms. Half of the members of the Compensation Committee shall be a quorum to transact business.

III. NUMBER AND QUALIFICATION

The Compensation Committee shall be comprised of at least two (2) members of the Board of Directors. The selection of the members of the Compensation Committee shall be made in accordance with (i) Section 162(m) of the Internal Revenue Code, as amended (or any successor to Section 162(m) as in effect from time to time), and income tax regulations promulgated thereunder as in effect from time to time, (ii) Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (or any successor to Rule 16b-3 as in effect from time to time) and (iii) the applicable corporate governance rules of the Nasdaq National Market.

IV. AUTHORITY AND RESPONSIBILITIES

In discharging its responsibilities for management organization, performance, compensation and succession, the Compensation Committee shall have direct responsibility to:

1. Take any and all action which may be taken by the Board of Directors with respect to fixing the compensation level of and recommending any employment, severance or similar agreements for executive officers and other senior executives of the Corporation, including but not limited to the development of compensation policies that will attract and retain the highest qualified executives, that will clearly articulate the relationship of corporate performance to executive compensation and that will reward executives for the Corporation's progress.
2. Review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives and, either as a committee or together with other independent directors of the Board of Directors (as directed by the Board of Directors), determine and approve the CEO's compensation based on this evaluation. In determining the long-term incentive compensation of the CEO, the Compensation Committee shall consider the Corporation's performance and relative shareholder return, the value of similar incentive awards given to chief executive officers at comparable companies and the compensation awards given to the Corporation's CEO in past years. The CEO may not be present during such voting and deliberation.
3. Review and make recommendations to the full Board of Directors regarding the amount and types of compensation that should be paid to the Corporation's outside directors, to ensure that such pay levels remain competitive, taking into account such factors as the Corporation's size, industry characteristics, location, the practices at comparable companies in the same region, and such other factors as the Compensation Committee deems relevant.
4. Propose the adoption, amendment, and termination of incentive-compensation plans and equity-based plans, such as stock option plans, stock appreciation rights plans, pension and profit sharing plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and other similar programs (the "Compensation Plans"), and to oversee the administration of the Compensation Plans in accordance with their terms.
5. Determine and approve the form and amount of awards to eligible Corporation executives in accordance with the terms of the applicable Compensation Plans.
6. Prepare a report to be filed with the Corporation's proxy statement which shall disclose the compensation policies applicable to the Corporation's executive officers.
7. Annually review this Charter and recommend any changes and/or amendments to the Board of Directors as the Compensation Committee deems appropriate; such changes shall include any modifications necessary to satisfy any applicable

requirements of the Nasdaq National Market, the SEC and any other legal or regulatory requirements.

8. Conduct an annual self-performance evaluation and report the findings and conclusions of the Compensation Committee to the full Board of Directors.
9. Periodically report the matters considered and actions taken by the Compensation Committee to the Board of Directors or whenever the Compensation Committee shall be called to do so by the Board of Directors.
10. Delegate its authority hereunder to subcommittees, as the Compensation Committee deems appropriate, so long as any actions taken by such subcommittees are not otherwise inconsistent with the obligations and responsibilities of the Compensation Committee.
11. Monitor and ensure that independent directors continue to meet the applicable independence requirements of the SEC, the Internal Revenue Code and the Nasdaq National Market.
12. Perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.
13. To do every other act incidental to, arising out of or in connection with, or otherwise related to, the authority granted to the Compensation Committee hereby or the carrying out of the Compensation Committee's duties and responsibilities hereunder.

V. SCOPE

Nothing in this Charter shall be construed as precluding the full Board of Directors from discussing the compensation of the CEO or any other employee. It is not the intent of this Charter to impair communication among members of the Board of Directors.
