

## **WEBMEDIABRANDS INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**June 9, 2005**

The Charter of the Nominating and Corporate Governance Committee is established as follows.

#### **1. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of WebMediaBrands Inc. (the "Company") is to assist the Board in (i) identifying individuals qualified to become members of the Board (consistent with criteria approved by the Board), (ii) selecting, or recommending that the Board select, the director nominees for the next annual meeting of stockholders, (iii) overseeing the evaluation of the Board and management, (iv) developing and reviewing the corporate governance guidelines and the corporate code of business conduct and ethics and (v) generally advising the Board on corporate governance and related matters.

#### **2. Membership**

The Committee shall be appointed by the Board and shall consist of three (3) or more directors, as determined by the Board from time to time, each of whom shall be an independent director of the Company and shall meet the applicable independence requirements of NASDAQ and shall be selected and retained in compliance with all applicable rules, regulations and statutes. The members of the Committee must demonstrate an understanding of corporate governance matters and the laws, rules and regulations applicable thereto. Each Committee member shall serve until a successor to such member is duly elected and qualified or until such member's resignation or removal from the Board or the Committee. The Chairman of the Committee shall be designated by the Board.

#### **3. Meetings**

The Committee shall hold such regular meetings as may be necessary or advisable to carry out its responsibilities, but no less frequently than annually, and hold such special meetings as may be called by the Committee's Chairman or the Chairman of the Board. The Chairman of the Committee, in consultation with the other Committee members, will determine the frequency and length of the meetings. The presence in person or by telephone of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require the vote of a majority of its members present at a meeting of the Committee at which a quorum is present.

The Chairman of the Committee should consult with Company management in the process of establishing agendas for Committee meetings.

The Committee shall maintain and submit to the Board copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee at such meeting of the Committee. A copy of the minutes of each meeting shall be placed in the Company's minute book. The Committee will report its actions and recommendations to the Board after each Committee meeting.

#### **4. Duties And Responsibilities**

In furtherance of the Committee's purpose and to fulfill its responsibilities and duties, and in addition to any other responsibilities which may be properly assigned by the Board, the Committee shall:

- (a) With respect to the selection of directors, establish criteria and procedures for identifying candidates for the Board; periodically review potential candidates, including those submitted in accordance with the By-Laws or proxy materials of the Company, and recommend to the Board nominees for election as directors of the Company; and have the sole authority to hire and terminate the services of any search firm used in the identification of director candidates and approve such search firm's fees and other terms and conditions of such engagement. The Committee will identify and recommend to the Board director nominees with the highest degree of personal and professional integrity. Director nominees will have demonstrated exceptional ability and judgment, and will be chosen with the primary goal of ensuring that the entire Board collectively serves the interests of the stockholders. Due consideration will be given to assessing the qualifications of potential nominees and any potential conflicts with the Company's interests. The Committee will also assess the contributions of the Company's incumbent directors in connection with their potential re-nomination. In identifying and recommending director nominees, the Committee members may take into account such factors as they determine appropriate, including any recommendations made by the Chief Executive Officer and stockholders of the Company.
- (b) With respect to the functioning of the Board and the committees of the Board, in its discretion:
  - Review and make recommendations to the Board concerning the types, duties, functions, size, operation and membership of committees of the Board;
  - Conduct reviews and evaluations from time to time of the functioning of the Committee in such manner as it deems appropriate; and
  - In consultation with the full Board, conduct reviews and evaluations from time to time of the functioning of the Board in such manner as the Committee deems appropriate.
- (c) In its discretion, from time to time (i) develop and recommend to the Board any changes to the Company's existing corporate governance guidelines and (ii) make

other recommendations to the Board regarding other governance matters and practices and the corporate code of business conduct and ethics.

- (d) In its discretion, develop, implement, review and monitor an orientation program for new directors as well as a continuing education program for the existing directors.
- (e) In its discretion, monitor developments, trends and best practices in corporate governance, and take such actions in accordance therewith as it deems appropriate.
- (f) Oversee, as it deems appropriate, an evaluation process of each of the Company's committees as well as periodic self-performance evaluations, and present its findings to the Board.
- (g) Perform any other activities consistent with this Charter, the Company's By-Laws, governing law and the rules and regulations of NASDAQ and the Securities and Exchange Commission (the "SEC") as the Committee, the Board, the Chairman of the Board and/or the Chief Executive Officer of the Company deems necessary or appropriate.
- (h) In its discretion, review and reassess, from time to time, this Charter, the Company's Articles of Incorporation, the Company's By-Laws and the charters of all the other committees of the Board and recommend to the Board for its consideration any improvements or amendments thereto that the Committee deems necessary or appropriate, including any improvements or amendments necessary to satisfy any applicable requirements of NASDAQ, the SEC or any other legal or regulatory requirements.

## **5. Charter Amendment**

Any member of the Committee may submit to the Board proposed amendments to this Charter. The Board shall circulate any proposed Charter amendment(s) to members of the Committee promptly upon receipt. By a majority vote, the Board may approve the amendments to this Charter.

## **6. Limitations of Authority**

If the Company is legally required by contract or otherwise to provide any third party with the ability to nominate a director to the Board (e.g., preferred stock rights to elect directors upon a dividend default, stockholder agreements and management agreements), the selection and nomination of such director shall not be subject to the requirements set forth herein.