

## **QUINSTREET, INC.**

### **POLICY ON STOCKHOLDER RECOMMENDATIONS OF DIRECTOR NOMINEES**

1. The Nominating and Corporate Governance Committee of QuinStreet, Inc. (the “Company”) will consider director candidates recommended by stockholders.
2. The Nominating and Corporate Governance Committee does not intend to alter the manner in which it evaluates candidates based on whether the candidate was recommended by a stockholder or not.
3. Stockholders who wish to recommend individuals for consideration by the Nominating and Corporate Governance Committee to become nominees for election as director may do so by delivering a written recommendation to the Nominating and Corporate Governance Committee at the following address: 950 Tower Lane, Suite 600, Foster City, CA 94404 at least 120 days prior to the anniversary date of the mailing of the Company’s proxy statement for the last Annual Meeting of Stockholders. Submissions must include the full name of the proposed nominee, a description of the proposed nominee’s business experience for at least the previous five years, complete biographical information, a description of the proposed nominee’s qualifications as a director and a representation that the nominating stockholder is a beneficial or record owner of the Company’s stock. Any such submission must be accompanied by the written consent of the proposed nominee to be named as a nominee and to serve as a director if elected.

Dated: September 6, 2016