

## **QUINSTREET, INC.**

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

#### **PURPOSE**

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) shall be to act on behalf of the Board of Directors (the “Board”) of QuinStreet, Inc. (the “Company”) in fulfilling the Board’s responsibilities to: (i) develop corporate governance guidelines and make recommendations for such guidelines to the Board; (ii) oversee all aspects of the Company’s corporate governance functions on behalf of the Board, including overseeing the implementation of any corporate governance guidelines; (iii) make recommendations to the Board regarding corporate governance issues; (iv) identify, review and evaluate candidates to serve as directors of the Company consistent with any criteria approved by the Board and any stock exchange on which any of the Company’s capital stock is listed; (v) review and evaluate incumbent directors; (vi) serve as a focal point for communication between director candidates, non-committee directors and the Company’s management; (vii) recommend to the Board candidates to serve as nominees for director for election at the next annual or special meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings; (viii) recommend directors for appointment to Board committees; (ix) make recommendations to the Board as to determinations of director independence; (x) oversee the evaluation of the Board; and (xi) make other recommendations to the Board regarding affairs relating to the directors of the Company.

#### **COMPOSITION**

The Committee shall consist of at least two members of the Board. The members of the Committee shall satisfy any independence requirements imposed by any stock exchange on which any of the Company’s capital stock is listed, including any exceptions permitted by such requirements. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be designated by the Board.

#### **MEETINGS AND MINUTES**

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Chairman of the Committee shall report to the Board from time to time, or whenever so requested by the Board.

#### **OPERATING PRINCIPLES AND PROCESSES**

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication* -- Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is

viewed as important for strengthening the Committee's knowledge of relevant current and prospective corporate governance issues.

- *Committee Education/Orientation* -- Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.
- *Resources* -- The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as authority to retain and terminate executive search firms to help identify director candidates. The Committee shall have authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.
- *Reporting to the Board* -- The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

## **RESPONSIBILITIES**

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

1. *Director Nominations* – The Committee has the responsibility of identifying, reviewing and evaluating candidates to serve on the Company's Board consistent with any criteria approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall recommend to the Board criteria for Board membership. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board candidates to serve as nominees for director for election at the next annual or special meeting of stockholders; at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

2. *Management and Board Assessment* – The Committee shall at least annually review the performance of management and lead the Board in a self-evaluation, including of Board committees, seeking input from senior management, the full Board (including through a review of the evaluations prepared by each Board committee) and others and shall make recommendations to the Board and management for areas of improvement as appropriate. At least annually, the Committee shall evaluate its own performance and the adequacy of its charter and report to the Board on such evaluation. The Committee shall also consider and assess at least annually the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within any independence requirements imposed by any stock exchange on which any of the Company’s capital stock is listed. The results of these independence reviews shall be provided to the Board for further discussion as appropriate.
3. *Board Committee Nominations* – The Committee shall oversee the Board’s committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of any stock exchange on which any of the Company’s capital stock is listed, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee. The Committee shall also recommend to the Board criteria for Board committee membership.
4. *Continuing Education* – The Committee shall consider instituting a plan or program for the orientation and continuing education of directors.
5. *Corporate Governance Principles* – At least annually, the Committee shall review and assess the Company’s corporate governance, and shall recommend any changes deemed appropriate to the Board for its consideration. Further, the Committee shall periodically review Company policies to determine their adherence to the Company’s Code of Conduct and Ethics and make recommendations to the Board and management for improvement as appropriate.
6. *Procedures for Information Dissemination* – The Committee shall periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate.
7. *Management Succession* – The Committee shall periodically review with the Chief Executive Officer the plans for succession to the offices of the Company’s Chief Executive Officer or any other executive officers, as it sees fit, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

Adopted by Board effective November 17, 2009  
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