

# MONSTER WORLDWIDE, INC.

## CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

### 1. Purpose

The Corporate Governance and Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Monster Worldwide, Inc. (the “Company”) for the purpose of assisting the Board in its selection of individuals as nominees for election to the Board at annual meetings of the Company’s stockholders or to fill any vacancies or newly created directorships on the Board.

The Committee shall exercise its business judgment in carrying out the responsibilities described in this charter in a manner that the Committee members reasonably believe to be in the best interests of the Company and its stockholders. No provision of this charter, however, is intended to create any right in favor of any third party, including any stockholder, officer, director or employee of the Company or any subsidiary thereof, in the event of a failure to comply with any provision of this charter. Nothing contained in this charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities provided that such procedures are consistent with the Company’s charter, bylaws, Corporate Governance Guidelines and any applicable law.

### 2. Committee Membership

- 2.1 Appointment. Committee members shall be appointed by the Board and may be removed by the Board, with or without cause, in its discretion. Vacancies on the Committee shall be filled by action of the Board. The Chairperson of the Committee shall be designated by a vote of the Board. If a Chairperson is not so designated, the members of the Committee shall select a Chairperson by majority vote of the Committee.
- 2.2 Term. Each member of the Committee shall serve until his or her successor has been duly elected and qualified or until his or her death, resignation or removal, if earlier.
- 2.3 Qualifications and Number. The members of the Committee shall meet the requirements of the New York Stock Exchange Listed Company Manual (the “NYSE Listed Company Manual”) and the Corporate Governance Guidelines of the Company.

The Committee shall be comprised of two or more directors, as determined by the Board, each of whom shall be “independent” as defined under the NYSE Listed Company Manual or the NASDAQ Stock Market LLC Marketplace Rules (the “Nasdaq Rules”) (to the extent the definition under the Nasdaq Rules is more stringent than that imposed by the NYSE Listed Company Manual) and the Corporate Governance Guidelines of the Company.

### 3. Meetings and Procedures

The Committee shall follow such procedures as are set forth in the Company’s Corporate Governance Guidelines.

### 4. Duties and Responsibilities.

The Committee shall have the following primary duties and responsibilities, and shall perform any other activities consistent with this charter, the Company's bylaws and governing law as the Committee or the Board may deem appropriate or necessary:

#### Corporate Governance

- 4.1 The Committee shall develop and recommend, for approval by the Board, a set of corporate governance policies ("Corporate Governance Guidelines") and related procedures for the Board and the Company. Thereafter, the Committee shall periodically review and recommend to the Board, as appropriate or necessary, revisions to the Corporate Governance Guidelines. The Committee shall monitor the Company's compliance with the Corporate Governance Guidelines.
- 4.2 The Committee shall regularly review issues and developments related to corporate governance, provide updates, as necessary, to the Board regarding such issues and developments and advise the Board on corporate governance matters.
- 4.3 The Committee shall periodically review the governance structure of the Board.
- 4.4 The Committee shall review proposed changes to the Company's charter and bylaws, charters of Board committees and the Code of Business Conduct and Ethics and make recommendations for any changes to the Board.
- 4.5 The Committee shall implement a process for the Board's annual review of its performance (including its composition and structure) and the performance of management. The Committee shall oversee such annual reviews and shall make recommendations to improve performance. The Committee's annual assessment should include a review of any areas in which the Board or management believes that the Board can improve its governance of the Company, as well as a review of the size of the Board, structure of the Board and its committees and an assessment of the Board's compliance with the Corporate Governance Guidelines.
- 4.6 When a director tenders his or her resignation as a result of a substantial change in his or her principal occupation or business association or affiliation, the Committee shall recommend to the Board whether to accept or reject such resignation.
- 4.7 The Committee shall conduct an annual review of the independence of all directors.
- 4.8 The Committee shall work on a periodic basis with the Chief Executive Officer ("CEO") of the Company to review and revise, if necessary, the Company's succession plan for the positions of CEO and certain other executive officer positions.
- 4.9 The Committee shall oversee the orientation program for new directors and continuing education programs for directors.
- 4.10 The Committee shall review all stockholder proposals.
- 4.11 The Committee shall consider potential conflicts of interest and related party transactions of directors and provide recommendations to the Board concerning such matters.

- 4.12 As provided in the Corporate Governance Guidelines, the Committee shall periodically review and make recommendations to the Board with respect to the compensation of directors, including Board and committee retainers, meeting fees, equity-based compensation, and such other forms of compensation as the Committee may consider appropriate.
- 4.13 The Committee shall recommend to the Board directors to serve on the Board Committees and directors to serve as chairs of such Board Committees. Such recommendations shall be based on the requirements set forth in the Corporate Governance Guidelines, the applicable Committee charter and such other criteria as the Committee deems appropriate.

#### Nominating

- 4.13 The Committee shall develop and revise, as appropriate, selection criteria for Board nominees consistent with this charter and the Corporate Governance Guidelines of the Company.
- 4.14 The Committee shall seek, interview and screen individuals qualified to become Board members for recommendation to the Board and evaluate such individuals using the Committee's selection criteria.
- 4.15 The Committee shall develop lists of desirable director nominees and share information concerning the potential nominees and the process with the Board, soliciting input from other Board members.
- 4.16 The Committee shall recommend to the Board, for its selection, those qualified individuals, consistent with criteria approved by the Committee, as the Committee shall deem appropriate (i) as nominees for election by the stockholders to the Board at the next annual meeting of the stockholders of the Company or (ii) to fill any vacancies or newly created directorships on the Board. In making such recommendations, the Committee shall endeavor to ensure that two-thirds of the Board consists of Independent Directors (as such term is defined under the NYSE Listed Company Manual or the Nasdaq Rules (to the extent the definition under the Nasdaq Rules is more stringent than that imposed by the NYSE Listed Company Manual) and the Company's Corporate Governance Guidelines).
- 4.17 The Committee shall evaluate the qualifications of nominees submitted by the Company's stockholders using the same selection criteria the Committee uses to evaluate other potential nominees.
- 4.18 The Committee shall extend to each prospective director nominee approved by the Board the invitation to stand for election to the Board.
- 4.19 The Committee shall assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.
- 4.20 The Committee shall consider, develop and recommend to the Board policies regarding the size and composition of the Board.
- 4.21 The Committee shall periodically provide to the Board written or oral summaries of the Committee's activities and proceedings and propose any necessary action to the Board.
- 4.22 The Committee shall periodically review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.

- 4.23 The Committee shall evaluate its own performance on an annual basis. The Committee shall conduct such evaluation in a manner it deems appropriate.
- 4.24 The Committee shall perform such other duties as the Board may from time to time direct or as may be required by, or as the Committee shall deem appropriate under, applicable laws, rules and regulations.

## **5. Delegation of Duties and Committee Resources**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and retention terms of any search firm or other entity for the purpose of assisting the Committee in identifying candidates for Board membership and any legal, accounting and other advisors in connection with the performance of its duties and responsibilities. The expense of retaining such search firm or other entity or advisor shall be borne by the Company.

In fulfilling its responsibilities, the Committee shall be entitled to delegate any of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's charter, bylaws, Corporate Governance Guidelines and applicable law and the requirements of the NYSE Listed Company Manual.

## **6. Amendment**

This charter may be amended from time to time by the Board and any amendment must be disclosed as required by, and in accordance with, applicable laws, rules and regulations.