

**INTERNET CAPITAL GROUP, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

As Amended and Restated on February 24, 2006, February 27, 2009, February 26, 2010 and April 16, 2010

**FUNCTIONS OF THE BOARD**

The directors of Internet Capital Group, Inc. (the “Company”) are elected by the Company’s stockholders to oversee the affairs of the Company for the benefit of its stockholders and other appropriate constituencies of the Company. The Board delegates to management the authority and responsibility for managing the everyday affairs of the Company.

The principal functions of the Board are to:

- review and approve specific corporate actions as required by law;
- review and, where appropriate, approve major strategies, financial objectives and other plans of the Company;
- review and approve (a) any acquisition of a debt or equity interest in another entity where the aggregate consideration for such transaction exceeds \$3 million, including any amounts that the Company is obligated to fund in the future and (b) any other transaction identified by management as being significant or unusual;
- review and approve (a) any disposition (other than a disposition of a minority interest that is not within the Company’s control) where the value of the securities being disposed of exceeds \$3 million and (b) any other disposition of assets identified by management as being significant or unusual. Notwithstanding the foregoing, the disposition of marketable securities at fair market value shall be left to the discretion of management following the approval of a general disposition plan pursuant to the foregoing approval requirements;
- advise management on specific issues facing the Company;
- together with the Audit Committee and the Compensation Committee, oversee the process for the evaluation of the adequacy of enterprise risk management, internal controls, financial reporting and compliance, and satisfy itself as to the adequacy of such process;
- together with the Compensation Committee, select, regularly evaluate and, as necessary, replace the Chief Executive Officer; determine senior management compensation; and review executive succession planning;
- together with the Compensation Committee, approve all equity grants to Company employees and advisors; and

- together with the Nominating and Governance Committee, nominate directors and ensure that the structure and practices of the Board provide for sound corporate governance.

## **COMPOSITION OF THE BOARD**

### **Size of the Board**

The Board believes that the optimum size for the Board is between seven (7) and nine (9) directors. The Board periodically reviews the size of the Board and from time to time may modify the size in anticipation of retirements or to take advantage of the availability of an outstanding director candidate or as it may otherwise determine is desirable.

### **Selection of Board Members**

The Board, together with the Nominating and Governance Committee, is responsible for selecting candidates for Board membership, as well as for establishing the general criteria to be used in identifying potential candidates. The Board as a whole should reflect a range of skills, knowledge and experience in areas of importance to the Company. Directors must be committed to upholding the highest standards of personal and professional integrity. A majority of directors must satisfy the “independence” requirements of The NASDAQ Stock Market LLC.

### **Role of Chairman of the Board**

The Chairman of the Board presides over meetings of the Board, guiding important discussions of policy. He or she may be assigned additional duties as the Board sees fit.

### **Role of the Lead Independent Director**

The Lead Independent Director ensures that the independent directors are presented with the opportunity to hold an executive session of independent directors at each regularly scheduled Board meeting, acts as a liaison between the Chairman and independent directors, consults with management regarding scheduling board meetings and reviewing Board agendas and meeting schedules to assure that there is sufficient time for discussions of agenda items. The Lead Independent Director also presides at Board meetings when the Chairman is not present (including executive sessions of the independent directors), has the authority to call meetings of the independent directors and, if requested by major stockholders, will directly communicate with such stockholders. The position of Lead Independent Director rotates annually among the chairs of the Company’s standing committees.

### **Directors Who Change Job Responsibility**

Individual directors who retire or change the principal position they held when they were initially elected to the Board are expected to volunteer to resign from the Board as of the date of retirement or change in position. The Board does not believe that a director in this circumstance should necessarily be required to leave the Board. Rather, the Board believes it should have the opportunity to assess each situation, based on the individual circumstances.

### **Change in Relationships**

Directors have an affirmative obligation to inform the Board of any material changes in their circumstances or relationships that may impact their designation by the Board as

“independent.” This obligation includes all employment relationships and all business relationships between directors or members of their immediate family and the Company and its affiliates.

Company officer-directors are expected to resign from the Board at the time they retire or otherwise relinquish their officer title.

#### Retirement

Directors must volunteer to resign from the Board upon reaching age seventy-five (75); provided, however, that this requirement does not apply to individuals over the age of seventy-five (75) as of February 27, 2009.

#### Director Tenure

The Board comprises three classes of directors, with approximately one-third of the directors assigned to each class. The members of each class are elected for a term of three years. There is no limit on the number of terms for which a director may be elected. Directors must possess sufficient time and energy to carry out their duties effectively.

#### Limit on Directorships

Directors must be able to devote substantial attention to Company matters. Serving on the boards of numerous companies may prevent directors from dedicating sufficient attention to the Company’s Board, therefore, directors should limit the number of boards on which they serve. No director may serve as a director on more than six boards of public for-profit companies without the prior approval of the Company’s Board, and no director may join the board of any public for-profit company without first notifying the Company’s Board.

### **DIRECTOR COMPENSATION AND OTHER MATTERS**

#### Director Compensation

The management of the Company, after consultation with a compensation consultant, reports from time to time to the Compensation Committee concerning the existing Board compensation program as compared to comparable corporations.

Any recommendations for changes in the Board compensation program are made to the Board by the Chief Executive Officer following a review of the recommendations by the Compensation Committee.

#### Director Equity Ownership

The Board believes that directors should hold meaningful equity ownership positions in the Company and believes that a significant portion of director compensation should be made in the form of Company equity. The Board has established equity ownership guidelines pursuant to which each non-management director is expected to hold all deferred stock units granted to such director in respect of board service until such director ceases to serve as a director.

#### Conflicts of Interest

A director’s business or personal relationship may occasionally give rise to a material personal interest on a particular issue that conflicts, or appears to conflict, with the interests of the Company. The Board takes appropriate steps to identify potential

conflicts to ensure that all directors voting on an issue are disinterested with respect to that issue and/or that all interests are appropriately disclosed. In appropriate cases, a director with a conflict will be excused from participation on that issue. The Board, together with the Nominating and Governance Committee, is responsible for reviewing and resolving potential conflict situations in accordance with ICG's Corporate Code of Conduct and Policies and Procedures for Related Party Transactions. The Company's Nominating and Governance Committee reviews and oversees management's processes for enforcing the Corporate Code of Conduct and reviews and approves any waivers from such Code for directors and executive officers.

#### Conflicts of Interest Unique to Officer-Directors

On certain matters of corporate governance, such as officer-director compensation, the selection or removal of the Chief Executive Officer, the assessment of the performance of the Chief Executive Officer, and other matters pertaining to the senior management of the Company, the Board's decisions are made by the Company's independent directors.

#### Board's Interaction with Institutional Investors, the Press, Customers and Other Constituencies of the Company

The Board believes that management should speak for the Company. Individual directors may, from time to time, meet or otherwise communicate with various constituencies who are involved with the Company. It is expected that comments by individual directors will be with the knowledge of management and, in most instances, at the request of management. If comments from the Board are appropriate, they should come from the Chairman, the Lead Independent Director or from the Company's designated spokesperson. The guidelines expressed in this paragraph are not meant to restrict the exercise of any director's fiduciary duty. Hence, if a director feels that Company communications are not appropriate, he or she may – after seeking the advice of his or her counsel – make such communications as he or she is legally required to make. In all cases, communications by members of the Board shall be made in compliance with applicable securities laws and the Company's Company Information Disclosure Policy.

#### Board and Director Evaluations

The directors will perform an evaluation to assess the effectiveness of the Board, each standing committee and each director on an annual basis.

#### Director Education

The Company encourages its directors to participate in outside director education and training programs. The Company will pay for relevant outside education and training programs in which its directors elect to participate, provided that such costs are reasonable and pre-approved by the Company's Chief Executive Officer. The Company may, from time to time, provide director education and training at meetings of the Board on relevant topics.

## **BOARD MEETINGS**

#### Frequency of Board Meetings

The Board meets approximately six times annually, typically every other month. In addition, the Board may hold additional meetings from time to time, either in person or by telephonic conference call, when circumstances warrant. From time to time, as

circumstances warrant, the Board may take action without a meeting if a written consent setting forth the action to be taken is signed by all the Directors.

#### Selection of Agenda Items for Board Meetings

The Chairman, in conjunction with the Lead Independent Director, establishes the agenda for each Board meeting unless the Board determines otherwise. The Lead Independent Director consults with management regarding reviewing Board agendas. Any director may suggest the inclusion of items on the agenda, and may raise at any regular Board meeting subjects for discussion that are not on the meeting's formal agenda.

#### Board Materials Distributed in Advance

Information that is important to the Board's understanding of the business of the Company is distributed in writing to the Board prior to each Board meeting and periodically, as appropriate, between Board meetings.

As a general rule, materials on specific subjects should be sent to directors in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material. Sensitive subject matters may be discussed at the meeting without written materials being distributed in advance or at the meeting.

#### Director Attendance

Each director is expected to attend all meetings of the Board and the annual stockholder meeting and all meetings of Board committees of which the director is a member. The Board recognizes that occasional meetings may need to be scheduled on short notice when the participation of a director is not possible, and that conflicts may arise from time to time that will prevent a director from attending a regularly scheduled meeting. However, the Board expects that each director will make every possible effort to keep such absences to a minimum.

#### Attendance of Non-Directors at Board Meetings

The Chairman, at his or her discretion, may invite senior officers of the Company to attend non-executive sessions of Board meetings. The Chairman, at his or her discretion, may also invite other employees of the Company to attend specific Board meetings.

The Board encourages management to schedule presentations at Board meetings by managers who can provide additional insight into the items being discussed because of their personal involvement in these areas, and/or represent managers with future potential that management believes should be given exposure to the Board.

In addition, Board members have free access to all other members of management and employees of the Company.

#### Executive Sessions

At least twice per year, including annually when it reviews the performance of the Chief Executive Officer, the Board will meet in executive session, with or without the officer-directors or other members of management. At such sessions, the Board may ask such persons as they deem appropriate to attend.

### Corporate Strategy

The Board believes that long-range strategic issues should be discussed as a matter of course at regular Board meetings. In addition, from time to time, the Board devotes an extended meeting to update management on the strategic issues and opportunities facing the Company.

Significant corporate strategy decisions are brought to the Board in a timely way for its consideration. These decisions are discussed and approved by the full Board.

### Standing Committees

The Board presently has three (3) standing committees: Audit, Compensation and Nominating and Governance.

The Audit Committee ensures that the Company conducts its business in conformance with appropriate legal and regulatory standards and requirements. The Committee is directly responsible for the appointment, compensation, retention and oversight of the independent auditors. It serves as an independent and objective party to monitor the Company's financial reporting process and internal control systems, along with reviewing and appraising the audit efforts of the Company's independent accountants. It also provides an open avenue of communication among the independent accountants, financial and senior management and the Board. The Audit Committee shall be composed entirely of independent directors (within the meaning of applicable regulatory guidelines).

The Compensation Committee reviews the total compensation package for all executive officers, including, when appropriate, the grant of equity under the Company's equity incentive plans and other long-term incentives under any other Company program. The Compensation Committee also administers the Company's Membership Profit Interest Plan, 1999 Equity Compensation Plan, the 2005 Omnibus Equity Compensation Plan, LGO Corporation 2001 Equity Compensation Plan and carried interest plans. The Compensation Committee annually reviews the total compensation packages of each officer as recommended by the Company's senior management and approves the general compensation policy and practice for all other employees. The Committee also evaluates the performance of the Chief Executive Officer against pre-established criteria and it reviews with the Chief Executive Officer the performance of the executive officers who report to the Chief Executive Officer. It is the policy of the Board that the Compensation Committee be composed entirely of independent directors (within the meaning of applicable regulatory guidelines).

The Nominating and Governance Committee focuses on issues surrounding the composition and operation of the Board of Directors. The Committee identifies and recommends candidates to serve on the Board and takes steps to ensure that the structure and practices of the Board provide for sound corporate governance. The Nominating and Governance Committee is responsible for reviewing these Corporate Governance Guidelines and submitting any recommended changes to such guidelines to the Board for Consideration. The Nominating and Governance Committee shall be composed entirely of independent directors (within the meaning of applicable regulatory guidelines).

### Establishment of Committees

The charter of each committee is reviewed by the Board periodically. The Board has the flexibility to form a new committee or to disband a current committee, as it deems appropriate. The chair of each committee reports to the full Board, whenever appropriate,

with respect to those matters considered and acted upon by his or her committee. Management assigns an officer to provide and coordinate staff support for each committee.

#### Selection of Agenda for Committee Meetings

Each committee chair, in consultation with the appropriate members of management, develops the agenda for committee meetings. Any director who is a member of a committee may suggest the inclusion of additional items on the agenda. Directors may raise at any regular committee meeting subjects for discussion that are not on the meeting's formal agenda.

Each committee chair may invite members of management, as appropriate, to attend committee meetings.

#### Frequency of Committee Meetings

Each committee chair, in consultation with the Chairman and committee members, determines the frequency of the meetings of the committee. Each committee prepares minutes of its meetings.

#### Assignment and Rotation of Committee Members

The Board of Directors is responsible for the assignment of directors to various committees after giving due consideration to the desires of individual directors and recommendations of the Chief Executive Officer. The Board of Directors is also responsible for the selection of committee chairs after giving due consideration to the recommendations of the Chief Executive Officer. The Board has no set policy for the regular rotation of committee members or committee chairs.

### **MANAGEMENT REVIEW AND RESPONSIBILITY**

#### Evaluation of Senior Executive Officers

The chair of the Compensation Committee conducts an annual evaluation of the performance of the Chief Executive Officer and other senior executive officers in connection with determining their salaries, bonuses and other awards or compensation.

#### Selection of the Chief Executive Officer

The Board has no required procedure for the selection of a Chief Executive Officer because it believes this decision must be made in the way the Board determines to be in the best interests of the Company in light of the circumstances surrounding each decision.

#### Succession Planning and Management Development

The Chief Executive Officer is responsible for developing and maintaining a process for advising the Compensation Committee and the Board on planning for potential successor Chief Executive Officers. The Chief Executive Officer reviews this plan with the committee annually.

#### Equity Ownership by the Chief Executive Officer and Other Senior Executives

The Board believes that senior executive officers and other key employees of the Company should hold significant equity ownership positions in the Company and the Company has established stock ownership guidelines for such individuals.

## **COMMUNICATIONS WITH STOCKHOLDERS**

The Board believes that the Company's stockholders should be able to contact the Board or any committee or individual member thereof. Stockholders may contact the Board or any committee or individual member thereof by sending a letter to the Company's headquarters to the attention of the Board or such committee or individual director/member in care of the General Counsel. A copy of each letter received will be forwarded to the appropriate parties.