

INTERNET CAPITAL GROUP, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

PURPOSE

The primary function of the Nominating and Governance Committee (the “Committee”) of Internet Capital Group, Inc. (“ICG”) is to focus on issues surrounding the composition and operation of the Board of Directors (the “Board”). The Committee will identify and recommend candidates to serve on the Board and take steps to ensure that the structure and practices of the Board provide for sound corporate governance.

COMPOSITION OF THE COMMITTEE

The Committee shall consist of at least three members of the Board. The members shall be appointed by action of the Board and shall serve at the discretion of the Board. Each Committee member shall satisfy the “independence” requirements of The NASDAQ Stock Market LLC. After initial review by the Committee, determination of the true, actual and effective independence of any Committee member will be made by the Board.

Each member of the Committee shall be elected by the majority vote of the Board to hold such position until his or her successor is duly elected and qualified, until he or she ceases to be a director or until his or her earlier death, resignation or removal. A member of the Committee may be removed, with or without cause, by a majority vote of the Board. Unless a Chairman is elected by the full Board, members of the Committee shall designate a Chairman by majority vote of the full Committee membership.

MEETINGS AND RESOURCES

The Committee shall meet periodically as circumstances dictate, but at least twice annually. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings. The Committee shall report to the Board on significant results of its activities. The Chairman of the Board or any member of the Committee may call meetings of the Committee. At least half the members of the Committee will constitute a quorum with a majority of votes of those Committee members present at a meeting in which a quorum has been established being sufficient to adopt a resolution or other wise take action. The Committee shall have the authority to establish additional rules and procedures consistent with the bylaws of ICG for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so.

The Committee may, in its discretion, utilize the services of ICG’s regular corporate legal counsel with respect to legal matters or, at its discretion, retain independent legal counsel or other advisors if it determines that such counsel or advisors are necessary or appropriate under the circumstances. The Committee may also, in its discretion, retain and terminate any search firm to be used to assist it in identifying candidates to serve as directors. ICG shall provide appropriate funding, as determined by the Committee, for the Committee to retain such counsel, advisors and search firms.

RESPONSIBILITIES AND DUTIES

The Committee shall provide assistance to the Board in fulfilling its responsibilities by:

- Establishing criteria to be used in identifying potential candidates for Board membership.
- Identifying individuals, including those recommended by stockholders, believed to be qualified as candidates for Board membership and nominating candidates for selection as directors, whether for the slate of nominees to be proposed by the Board to the stockholders or for any director nominees to be elected by the Board to fill interim director vacancies.
 - In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include ensuring that (a) a majority of directors satisfy the “independence” requirements of The NASDAQ Stock Market LLC, the Securities and Exchange Commission or other appropriate governing body and (b) the Board as a whole is comprised of directors who represent a mix of backgrounds and experiences that will enhance the quality of the Board’s deliberations and decisions.
 - From time to time it may be appropriate for one or more officers of ICG to be members of the Board; however, no officer of ICG other than the Chief Executive Officer should expect to be elected to the Board by virtue of his or her position at ICG.
- Determining whether members of the Board should stand for re-election upon expiration of their terms.
- Considering matters relating to the retirement of members of the Board, including term limits or age limits.
- Adopting procedures for the submission of recommendations and proposals by stockholders as it deems appropriate.
- Regularly reviewing corporate governance issues.
- Reviewing ICG’s Corporate Governance Guidelines periodically and submitting any recommended changes to such guidelines to the Board for its consideration.
- Evaluating Board and committee policies and practices and making recommendations as appropriate.
- Reviewing the Committee’s charter periodically and submitting any recommended changes to the Board for its consideration.
- Reviewing ICG’s By-laws periodically and submitting any recommended changes to such By-laws to the Board for its consideration.
- Reviewing ICG’s Corporate Code of Conduct periodically and submitting any recommended changes to such code to the Board for its consideration.

- Reviewing and resolving potential conflict situations in accordance with ICG's Corporate Code of Conduct.
- Reviewing and overseeing management's processes for enforcing ICG's Corporate Code of Conduct.
- Considering and approving waivers from ICG's Corporate Code of Conduct for directors and executive officers.
- Reviewing ICG's Policies and Procedures for Related Party Transactions periodically and submitting any recommended changes to such policies and procedures to the Board for its consideration.
- Reviewing and approving related party transactions in accordance with ICG's Policies and Procedures for Related Party Transactions.
- Reporting periodically, but at least annually, to the full Board regarding the Committee's actions and recommendations, if any.
- Performing any other activities consistent with this Charter, ICG's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

EFFECTIVE DATE

The Board adopted this Nominating and Governance Committee Charter effective as of February 13, 2004 and amended it on October 10, 2008.