

INTERSECTIONS INC.

STATEMENT OF POLICY WITH RESPECT TO RELATED PERSON TRANSACTIONS

A. Introduction

The Board of Directors recognizes that related person transactions present a heightened risk of conflicts of interest and/or improper valuation (or the perception thereof) and therefore has adopted this policy which shall be followed in connection with all related person transactions involving Intersections Inc. (the “Company”) (including any of its subsidiaries).

B. Definitions

A “Related Person Transaction” is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) between the Company and any Related Person (including any transactions required to be disclosed in the Company’s filings with the Securities and Exchange Commission (the “SEC Filings”)), other than: (i) transactions where all shareholders receive the same benefit on a *pro rata* basis, (ii) transactions involving less than \$50,000 when aggregated with all similar transactions, (iii) executive officer and director compensation matters required to be disclosed in the SEC Filings and approved by the Compensation Committee or the entire Board of Directors, (iv) transactions where the rates or charges are determined by competitive bids or are fixed and (v) charitable contributions that would not otherwise compromise the independence of any “independent director” under applicable law and the pertinent listing standards of the NASDAQ Stock Market LLC.

For these purposes, a “Related Person” means:

1. an executive officer (which shall include at a minimum each executive vice president and Section 16 officer), director or director nominee of the Company, or any person who held such a position at any time since the beginning of the Company’s last fiscal year;
2. a shareholder owning in excess of five percent of the Company (or its controlled affiliates);
3. a person who is an immediate family member¹ of any of the foregoing persons; and
4. an entity which is owned or controlled by any of the foregoing persons, or an entity in which any of the foregoing persons has a substantial ownership interest or control of such entity.

¹ Immediate family member means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the officer, director, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such officer, director, nominee or more than 5% beneficial owner.

C. Audit Committee Approval

The Board of Directors has determined that the Audit Committee is best suited to review and approve Related Person Transactions. Management and other interested parties shall recommend to the Audit Committee Related Person Transactions to be entered into by the Company and disclose all material facts relevant thereto to the Audit Committee. The Audit Committee shall review the material facts of all Related Person Transactions that require the Audit Committee's approval and either approve or disapprove of the entry into the Related Person Transaction. If advance Audit Committee approval of a Related Person Transaction is not feasible, then the Related Person Transaction shall be considered and, if the Audit Committee determines it to be appropriate, ratified at the Audit Committee's next regularly scheduled meeting; provided, that if ratification is not obtained, management shall make all reasonable efforts to cancel or void such transaction. In determining whether to approve or ratify a Related Person Transaction, the Audit Committee will take into account, among other factors it deems appropriate, whether the Related Person Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Person's interest in the transaction.

The Board of Directors has delegated to the Chair of the Audit Committee the authority to pre-approve or ratify (as applicable) any Related Person Transaction with a Related Person in which the aggregate amount involved is expected to be less than \$120,000. In connection with each regularly scheduled meeting of the Audit Committee, a summary of each new Related Person Transaction pre-approved or ratified by the Chair in accordance with this paragraph shall be provided to the Audit Committee for its review.

No director shall participate in any discussion or approval of a Related Person Transaction for which he or she is a Related Person, except that the director shall provide all material information concerning the Related Person Transaction to the Audit Committee.

If a Related Person Transaction will be ongoing, the Audit Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Person. Thereafter, the Audit Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Person to see that they are in compliance with any established guidelines and that the Related Person Transaction remains appropriate.

The General Counsel of the Company shall institute and maintain specific procedures, including but not limited to the use of questionnaires, to ensure that the Company maintains records of Related Persons and Related Person Transactions so that all Related Person Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

D. Nepotism Policy

No immediate family member of a director or executive officer shall be hired as an employee of the Company unless the employment arrangement is approved by the Audit Committee in accordance with Section C above. In the event a person becomes a director or executive officer

of the Company and an immediate family member of such person is already an employee of the Company, no material change in the terms of employment of such immediate family member, including compensation, may be made without the prior approval of the Audit Committee in accordance with Section C above (except, if the immediate family member is himself or herself an executive officer of the Company, any proposed change in the terms of employment shall be reviewed and approved in the same manner as other executive officer compensatory arrangements).

E. Other Agreements

Management shall assure that all Related Person Transactions are approved in accordance with any requirements of the Company's financing agreements.

F. Disclosure

All Related Person Transactions required to be disclosed in the Company's SEC Filings shall be disclosed therein. Furthermore, all Related Person Transactions shall be disclosed to the Audit Committee of the Board and any material Related Person Transaction shall be disclosed to the full Board of Directors. The material features of this policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations. In addition, the Company may post this policy on its website and update it as necessary.