

## **CORPORATE GOVERNANCE GUIDELINES AND PRINCIPLES OF INTERSECTIONS INC.**

The Board of Directors (the “Board”) has adopted the following Corporate Governance Guidelines and Principles (the “Guidelines”) to assist it in performing its duties and exercising its responsibilities to the stockholders.

These Guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation, Bylaws and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

These Guidelines shall be made available on the Company’s website at [www.intersections.com](http://www.intersections.com) and to any stockholder who otherwise requests a copy.

### **Responsibilities of the Board and Management**

**Role of the Board.** The Board is elected by and accountable to the stockholders. The Board is primarily responsible for the strategic direction, oversight and control of the management of the Company for the benefit of the stockholders. The Board must exercise sound, informed and independent business judgment.

**Functions of the Board.** The Board’s specific responsibilities include:

- reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
- ensuring processes are in place for maintaining the integrity of the Company, including the integrity of the financial statements, the integrity of compliance with law and ethics, the integrity of relationships with customers and suppliers, and the integrity of relationships with other stakeholders;
- assessing major risks facing the Company and reviewing options for their mitigation;
- selecting, monitoring and evaluating the performance of members of the Board and its committees;
- selecting, evaluating and compensating the CEO and overseeing CEO succession planning; and
- providing counsel and oversight on the selection, evaluation, development and compensation of senior management.

**Role of Management.** The Board delegates to the CEO and the other executive officers the authority and responsibility for managing the business of the Company in a manner consistent with the Company's standards and practices and in accordance with the Board's specific plans, instructions and directions. Management must seek the continual advice and, in appropriate situations, approval of the Board with respect to the Company's activities.

**Board Self Evaluation.** The Board and each committee should perform an annual evaluation under the direction of the Nominating and Corporate Governance Committee of its performance to determine whether it is operating effectively.

**Management Succession and Annual CEO Evaluation.** The non-management directors should conduct an annual review of the CEO's performance based upon a formal evaluation process and specific criteria determined in advance. The Board should approve and maintain a succession plan for the CEO and other senior management, based upon recommendations from senior management and the Nominating and Corporate Governance Committee.

### **Board Selection and Composition**

**Board Size.** The Board should be of a size sufficient to reflect the size and complexity of the Company's business and the need for diverse viewpoints. The Board believes that six to nine members is an appropriate size of the Board based on the Company's current state of affairs. The Board should periodically review and change its size in light of changes in the Company's businesses.

**Independence of Directors.** The Board believes that Independent Directors must constitute a majority of the Board with no more than two members of management serving on the Board at the same time. In determining the "independence" of a director, the Board must be guided by the definition of "independent director" under applicable law and the pertinent listing standards of the NASDAQ Stock Market LLC. The full Board must make an affirmative determination as to the independence of each Board member, which determination must be disclosed to the stockholders.

**Selection of Chairman and CEO.** The Board should consider whether to separate the roles of Chairman of the Board and Chief Executive Officer.

**Nomination and Selection of Directors.** The Board as a whole will be responsible for nominating individuals for election to the Board by the stockholders and for filling vacancies on the Board that may occur between annual meetings of the stockholders. The Nominating and Corporate Governance Committee will be responsible for identifying, screening, and recommending candidates to the entire Board based upon the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board and will consider suggestions for potential directors from other directors or stockholders.

**Expectations of Individual Directors.** Board members are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings. Each Board member is expected to ensure that other existing and planned future commitments, including service on other boards, do not materially interfere with the member's service as an outstanding director.

These other commitments will be considered by the Nominating and Corporate Governance Committee and the Board when reviewing Board candidates and in connection with the Board's annual self-assessment process.

**Limit on Number of Directorships.** Directors may not serve on more than three other public company boards in addition to the Board of the Company without approval from the Nominating and Corporate Governance Committee. Before accepting an invitation to serve on the board of any other public or for-profit company, a director is required to notify the Corporate Secretary who shall determine and discuss with the Nominating and Corporate Governance Committee any issues that may relate to the Company should the director accept the invitation. The Nominating and Corporate Governance Committee will advise the Board and the director of its recommendation. For purposes of this Guideline, a company and its affiliated subsidiaries will be treated as a single company.

**Conflicts of Interest.** Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report the matter to the Chairman of the Board. Any significant conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board and, if requested by the Chairman of the Board, excuse himself or herself from discussion on the matter and not vote on the matter.

**Interaction with Institutional Investors, the Press and Customers.** The Board believes that management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers to management unless otherwise determined by the Chairman of the Board. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board. Should exceptional circumstances warrant comment from non-management directors, such a director shall speak on their behalf.

**Board Compensation.** The Board shall determine compensation for its members based on recommendations of the Compensation Committee after consideration of relevant factors, including the Board compensation paid by comparable entities. Members of management who are also directors will not receive additional compensation for their service on the Board. The compensation should be a mix of cash and equity-based compensation which directly correlates with the market value of the Company.

**Board Confidentiality.** The members of the Board are required pursuant to their fiduciary duties to protect and hold confidential all non-public information obtained in the role of a Director. Therefore, the Board has adopted the Policy set forth on Appendix A hereto to assist the Directors in fulfilling this aspect of their fiduciary duties.

**Term Limits and Retirement Policy.** The Board does not believe it should establish term limits or a rigid retirement policy for directors. While these policies potentially foster fresh ideas and viewpoints for the Board, the Board believes the disadvantages of losing the contribution of

directors who over time have developed increasing insight into the Company outweigh any potential benefits.

## **Board Meetings and Operations**

**Scheduling of Board Meetings.** The Board must have regularly scheduled periodic meetings in order to review and discuss management reports on the Company's performance, strategies, prospects and issues. Special meetings should be held as necessary.

**Setting of Agenda and Advance Distribution of Board Materials.** The Chairman of the Board will set the agenda for each Board meeting after taking into account suggestions from other members of the Board. The Secretary shall distribute the agenda and all other relevant information (subject to appropriate confidentiality concerns) pertaining to matters to be discussed at the upcoming Board meeting to all members of the Board sufficiently in advance of the meeting.

**Access to Management and Employees.** The Board should have complete and unfettered access to Company management and employees (without management present) in order to ensure that directors can ask all questions and glean all information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries. The Board should invite senior management and other Company personnel to attend relevant portions of Board and committee meetings.

**Outside Advisors.** The Board and each Committee should have the authority to engage outside experts, advisers and counsel to the extent it considers appropriate to assist it in its work, at the Company's expense.

**Executive Sessions.** The non-management directors must meet periodically in executive sessions without management or inside directors present as a part of its routine activities and deliberations and should be encouraged to visit key Company sites and meet with local management on a world-wide basis. A non-management director shall be chosen by the non-management directors to preside at each meeting. The presiding person may be rotated and does not have to be the same at each meeting. The Company must establish and disclose procedures whereby interested persons may communicate directly with non-management directors. Any non-management director who thinks an executive session of non-management directors is desirable can so indicate to the Chairman of the Board and such a meeting will be held. In addition, the independent directors must meet in executive session at least twice a year, and perhaps more frequently, in conjunction with regularly scheduled board meetings. Any independent director who thinks an executive session of independent directors is desirable can so indicate to the Chairman of the Board and a meeting will be held.

**Attendance and Director Orientation and Continuing Education.** Directors must be expected to attend all scheduled Board and committee meetings and be prepared for group deliberation and discussion. Directors are encouraged to attend director orientation and continuing education programs.

**Reporting of Concerns to the Audit Committee.** The Board should appoint the chairman of the Audit Committee as one of the persons to whom anyone should voice concerns about the Company's conduct, or about the Company's accounting, internal controls and procedures, disclosure controls and procedures, auditing matters or compliance with legal and regulatory requirements, including violations of federal securities laws. The Board must adopt procedures for the receipt and handling of these concerns, which must include measures to ensure the anonymity of the person expressing the concerns and/or the confidentiality of the concerns and to prevent retaliatory or other adverse action by management.

## **Board Committees**

The Board of Directors should have an Audit Committee, a Compensation Committee, an Executive Committee, a Nominating and Corporate Governance Committee and a Risk Management Committee. Each member of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee shall be an independent director as described above and otherwise satisfy the requirements of the NASDAQ Stock Market LLC or applicable law. In addition to satisfying the independence standards described above, each member of the Audit Committee and the Compensation Committee must satisfy the additional independence requirements under the applicable NASDAQ listing standards and the rules of the Securities and Exchange Commission. The Board shall appoint the members and chairman of each committee. Each committee must have a written charter, approved by the Board, which describes the Committee's general authority and responsibilities. Each Committee will undertake an annual review of its charter, and will work with the Nominating and Corporate Governance Committee and the Board to make such revisions as are considered appropriate.

**Audit Committee.** The principal duties of the Audit Committee are described in the Audit Committee charter.

**Compensation Committee.** The principal duties of the Compensation Committee are described in the Compensation Committee charter.

**Executive Committee.** The principal duties of the Executive Committee are described in the Executive Committee charter.

**Nominating and Corporate Governance Committee.** The principal duties of the Nominating and Corporate Governance Committee are described in the Nominating and Corporate Governance Committee charter.

**Risk Management Committee.** The principal duties of the Risk Management Committee are described in the Risk Management Committee charter.

## **Code of Business Conduct and Ethics**

The Board shall approve and review annually a code of business conduct and ethics for directors, officers and employees which satisfies the requirements of the NASDAQ Stock Market LLC or applicable law and shall be publicly available. Any revisions to, or waivers under, the code of conduct must be reported to and if the recipient of the waiver is an executive officer or director

approved by, the Board and disclosed in accordance with the pertinent listing requirements of the NASDAQ Stock Market LLC or applicable law.

### **Stockholder Approval Requirements**

Stockholder approval must be obtained for all equity-compensation plans, subject to certain limited exceptions, in accordance with the pertinent listing requirements of the NASDAQ Stock Market LLC or applicable law.

Effective as of October 15, 2015

## APPENDIX A

### **Board Confidentiality Policy**

Pursuant to their fiduciary duties of loyalty and care, Directors are required to protect and hold confidential all non-public information obtained due to their directorship position absent the express or implied permission of the Board of Directors to disclose such information. Accordingly, it is the policy (the “Policy”) of the Board of Directors of the Company that:

1. no Director shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and
2. no Director shall disclose Confidential Information to any person or entity outside the Company, including principals or employees of any entity which employs the Director or with whom the Director is affiliated, either during or after his or her service as a Director of the Company, except with the prior permission of the Company’s Chief Legal Officer, the Chairman of the Board or as may be otherwise required by law.

For purposes of this Policy, “Confidential Information” shall constitute all non-public information (whether or not material to the Company) entrusted to or obtained by a Director by reason of his or her position as a Director of the Company. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company, its customers or suppliers or other stakeholders if disclosed, such as:

- non-public information about the Company's financial condition, projections, forecasts, prospects or plans;
- non-public information regarding the Company’s marketing and sales programs, research and development, new product launches or initiatives, or leadership succession plans for the Company’s senior officers;
- non-public information relating to possible business transactions such as mergers, acquisitions, divestitures or joint ventures, or possible capital transactions, including share issuances, credit facilities, share repurchases, dividends or stock splits;
- non-public information concerning other companies with whom the Company may conduct business, including information about the Company's customers, suppliers, joint venture partners, or other companies with which the Company is under an obligation of confidentiality; and
- non-public information about meetings, presentations and discussions relating to issues, deliberations and decisions between and among employees, officers and Directors and their advisers, including the identity, circumstances and fact of retention of any such advisers.

By approving this Policy, each Director agrees that all current and future Directors will be bound by the terms of this Policy and that any Director who willfully violates this Policy will immediately tender his or her resignation to the Board.

The provisions contained in this Policy shall be in addition to the obligations imposed upon each Director pursuant to the Company's Code of Business Conduct and Ethics and Policy on Insider Trading.

Should you have any questions regarding this Policy or any Director's confidentiality obligations, please contact the Company's Chief Legal Officer.