

**COMPENSATION COMMITTEE CHARTER  
FOR  
INTERSECTIONS INC.**

Purpose of Committee

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Intersections Inc. (the “Company”) is (i) to perform the functions described below under “Committee Duties and Responsibilities” in order to discharge the Board’s responsibilities relating to compensation of the Company’s executives and (ii) to produce an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations.

In pursuing its purpose the Committee shall assist the Board to ensure that a proper system of long-term and short-term compensation is in place for management, and that compensation plans are appropriate and competitive and properly reflect the objectives and performance of management and the Company.

Committee Duties and Responsibilities

The Committee’s duties and responsibilities are to:

1. Annually review and recommend to the Board for approval corporate goals and objectives relevant to the compensation of the Chief Executive Officer and, after an evaluation of the Chief Executive Officer’s performance in light of those goals and objectives, recommend to the Board for determination by a majority of the Independent Directors (as defined below) the compensation of the Chief Executive Officer. In recommending the long-term incentive component of the Chief Executive Officer’s compensation, the Committee should consider, among other factors, the Company’s performance and relative stockholder return, the value of similar incentive awards for chief executive officers at comparable companies and the awards given to the Chief Executive Officer in past years. The Chief Executive Officer may not be present during such voting or deliberations.
2. Annually review and recommend to the Board for approval the compensation of all other executive officers of the Company.
3. Review, and make periodic recommendations to the Board with respect to, the general compensation, benefits, and perquisites policies and practices of the Company, including, without limitation, the Company’s incentive-compensation plans and equity-based compensation plans, and, with respect to all other executive officers of the Company, all employment agreements and separation and severance arrangements, change-in-control agreements or arrangements, and perquisites and other special or supplemental compensation or benefits provided during or after employment to such

other executive officers. In circumstances in which equity-based compensation plans are not subject to stockholder approval, such plans shall be subject to the Committee's approval or recommendation to the Board for approval by a majority of the Independent Directors. The Chief Executive Officer may be present at meetings during which such compensation is under review and consideration but may not vote.

4. In evaluating and determining executive compensation, the Committee shall consider the views of the Company's stockholders, including the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
5. Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement or annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
6. Produce an annual report on executive compensation for inclusion in the Company's proxy statement, and otherwise report to the stockholders of the Company in accordance with the rules and regulations of the SEC, including, without limitation, preparation of the disclosure required by Item 407(e)(5) of Regulation S-K.
7. Review annually the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.
8. Determine whether to have stock ownership guidelines for the executive officers and, if applicable, monitor compliance with such guidelines.
9. Annually review, and make recommendations to the Board with respect to, director compensation for service on the Board and Board committees.
10. Perform such other duties as the Board may assign to the Committee with respect to the Company's compensation policies.

#### Committee Membership

The Committee shall consist of at least three members of the Board. A person may serve on the Committee only if the Board determines that he or she is "independent" in accordance with Rule 10C-1(b)(1) under the Exchange Act, and an "independent director" under applicable NASDAQ listing standards (except as may otherwise be permitted thereby).

In addition, at least two members of the Committee also shall qualify as "non-employee directors" for purposes of Rule 16b-3 under the Exchange Act and as "outside directors" for

purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”); provided, however, if at any time there are not at least two members of the Committee who satisfy the “non-employee director” standard within the meaning of Rule 16b-3 and the “outside director” standard within the meaning of Section 162(m), all equity based awards shall be approved by the full Board. A member of the Committee who does not meet the “non-employee director” standard within the meaning of Rule 16b-3 under the Exchange Act and the “outside director” standard within the meaning of Section 162(m) of the Code, shall abstain from the actions of the Committee, as the Committee shall determine, in order to comply with Rule 16b-3 under the Exchange Act and/or Section 162(m) of the Code, as applicable.

### Committee Appointment, Structure and Operations

The members of the Committee shall be appointed by the Board, and shall serve at the pleasure of the Board for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause. The Board shall designate a member of the Committee as its chairperson.

A majority of the Committee shall constitute a quorum. The Committee may act by a majority of the members present at a meeting of the Committee. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue. The Committee shall meet in person or telephonically at least one time a year, at a time and place determined by the Committee chairperson, with further meetings to occur when deemed necessary or desirable by the Committee or its chairperson. The Committee may delegate some or all of its duties to a subcommittee comprising one or more members of the Committee. The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request, however, the Committee shall meet periodically without management present. The Committee shall report to the Board at least once a year.

### Surveys and Studies

The Committee may conduct or authorize surveys or studies of matters within the Committee’s scope of responsibilities as described above, including, but not limited to, surveys or studies of compensation practices in relevant industries, to maintain the Company’s competitiveness and ability to recruit and retain highly qualified personnel. The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisers. If any of these are retained, the Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, legal counsel or other adviser. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Committee. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser, other than in-

house legal counsel, only after taking into consideration the following factors: (a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (b) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (c) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (e) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

#### Annual Review

The Committee shall annually compare its performance with the requirements of this charter, set forth its objectives for the next year and review and recommend changes in this charter, if any, considered appropriate by the Committee. Such evaluation shall be reported to the Board in such manner as the Committee from time to time determines.

Nothing contained in this charter is intended to, or should be construed as, creating any responsibility or liability of the members of the Committee except to the extent otherwise provided under applicable Delaware law which shall continue to set the legal standard for the conduct of the members of the Committee.

Adopted May 15, 2013