THE ACTIVE NETWORK, INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

1. Members. The Board of Directors (the "***Board***") of The Active Network, Inc. (the "***Company***") will appoint a Nominating and Corporate Governance Committee (the "***Committee***") of at least three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange, the rules and regulations of the Securities and Exchange Commission and the Company's Corporate Governance Guidelines.

The members of the Committee shall be appointed annually by the Board and each member shall serve until his or her successor is appointed by the Board or until such member's earlier resignation or removal. Committee members may be replaced by the Board. Vacancies on the Committee shall be filled by appointment by the Board. Unless a Chair of the Committee is designated by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

2. Purpose, Duties and Responsibilities. The purpose of the Committee is to identify individuals qualified to become Board members (consistent with criteria approved by the Board), recommend director candidates to the Board and its committees, develop and recommend Corporate Governance Guidelines to the Board, and perform a leadership role in shaping the Company's corporate governance. The duties and responsibilities of the Committee include the following:

(a) Develop and recommend to the Board criteria for identifying, evaluating and recommending candidates for the Board;

(b) Identify and recruit candidates for the Board, including the review of a candidate's qualifications and compliance with independence and any other legal requirements for Board or committee service;

(c) Establish a procedure for and consider any nominations of director candidates validly made by the Company's stockholders in accordance with the Company's Amended and Restated Bylaws and Corporate Governance Guidelines;

(d) Recommend to the Board candidates for election or re-election to the Board at each annual stockholders' meeting, which will include assessing the contributions and independence of individual incumbent directors;

(e) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships;

(f) Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees, including the reporting channels through which the Board receives information and the quality and timeliness of the information;

(g) Recommend to the Board candidates for appointment to Board committees and as committee chairs and consider periodically rotating directors among the committees;

(h) Consider and recommend as to whether the Board should accept any director resignations, including where a director fails to receive the required number of votes for re-election;

(i) Develop and recommend to the Board Corporate Governance Guidelines applicable to the Company and annually review and recommend changes, as necessary or appropriate;

(j) Review directorships in other public companies held by or offered to directors and senior officers of the Company;

(k) Oversee the annual evaluation of the Board's effectiveness and performance, and periodically conduct an individual evaluation of each director;

(l) At least annually, review the Company's compliance with the New York Stock Exchange's corporate governance listing requirements, and report to the Board regarding the same;

(m) Review orientation materials prepared by the Company for new directors and corporate governance-related continuing education for all directors;

(n) Develop procedures for stockholders and other interested parties to communicate with the Board;

(o) Annually evaluate the performance of the Committee and the adequacy of the Committee's charter; and

(p) Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.

3. Authority; Outside Advisors. The Committee has the authority to take any actions it considers appropriate to fulfill the above duties and responsibilities, including without limitation the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including without limitation sole authority to retain and terminate any search firm used to identify director candidates, and to approve the search firm's fees and other retention terms. The Committee shall have full access to any relevant records of the Company and may request that any officer or other employee of the Company or the Company's outside counsel meet with any members of, or consultants to, the Committee. The Company shall provide

appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

4. Meetings; Reporting to Board. The majority of the members of the Committee constitutes a quorum. All determinations of the Committee shall be by a majority of the disinterested members present at a meeting duly called or held, provided that any decision or determination of the Committee reduced to writing and consented to (including, but not limited to, by means of electronic transmission) by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder and may meet with management or individual directors at such time or times as it deems appropriate to discuss any matters before the Committee. Meetings of the Committee will be held at such times and places as the Committee determines. Such meetings may be held through any communications equipment if all persons participating can hear each other.

The Committee shall report regularly to the full Board with respect to its meetings, and concerning significant developments in the course of performing the duties and responsibilities set forth above or as otherwise requested by the Board.

Approved: May 9, 2011