

**Adopted as of December 3, 2009 (Updated May 2, 2011)**

**ORBITZ WORLDWIDE, INC.  
NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Mission Statement**

The Nominating & Corporate Governance Committee (the “Committee”) shall assist and advise the Board of Directors (the “Board”) of Orbitz Worldwide, Inc. (the “Company”) on corporate governance and other organizational matters. Specifically, the Committee’s responsibilities shall be to: (i) identify individuals qualified to serve as members of the Board and recommend to the Board individuals for nomination for election or re-election to the Board, (ii) make recommendations to the Board concerning committee appointments, (iii) review and make recommendations for executive management succession plans, (iv) periodically review the Company’s Code of Conduct and corporate governance guidelines, (v) conduct an annual evaluation of the Board and its committees and (vi) evaluate the performance of the Chief Executive Officer.

**Membership**

The Committee shall consist of at least three members, with the exact number to be determined from time to time by the Board. The Committee’s composition shall be comprised of at least a majority of “independent” directors who satisfy the independence requirements of the New York Stock Exchange (“NYSE”). The members of the Committee shall be appointed by a majority of the Board and shall serve until their successors are duly appointed and qualified, subject to their earlier resignation, retirement or removal by the Board. Subject to the above requirements, the Board shall have the power at any time to change the membership of the Committee and to fill any vacancies on the Committee.

**Authority and Responsibilities**

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee), in each case subject to any rights conferred on the Company’s shareholders in the Company’s Certificate of Incorporation, as amended from time to time:

*Board and Committee Composition*

1. The Committee shall consider and make recommendations to the Board regarding the appropriate size, authority and duties of the Board and its committees.
2. Based on the criteria contained in the Company’s corporate governance guidelines and any other factors the Committee deems appropriate, the Committee shall identify individuals qualified to serve as members of the Board and recommend to the Board individuals for nomination for election or re-election to the Board, including individuals

to fill any vacancy on the Board. The Committee shall also review the qualifications of potential candidates for Board membership suggested to it (or the Company), including candidates submitted by the Company's shareholders, and report to the Board regarding the results of such review.

3. In the case of an individual recommended to fill a Board vacancy created by an increase in the size of the Board, the Committee shall make a recommendation to the Board as to the class of directors in which the individual should serve.
4. The Committee shall review the suitability of continued service of each Board member when such member's term expires or circumstances change, including business or professional affiliations or responsibilities.
5. The Committee shall identify Board members qualified to fill any vacancies created on a committee of the Board (including the Committee) and recommend that the Board appoint the identified member(s) to the respective committee, taking into account any required qualifications set forth in the committee's charter, the needs of the committee in light of its purpose and responsibilities, the existing composition of the committee and any other factors the Committee deems appropriate.

#### Corporate Governance; Succession Planning

6. The Committee shall periodically review and make recommendations to the Board regarding the Company's Code of Conduct (the "Code"). The Committee shall approve any waivers of the Code sought by members of the Board or executive officers of the Company and if required, confirm that any waivers of the Code are promptly disclosed to the Company's shareholders.
7. The Committee shall review and assess at least annually the corporate governance guidelines for the Company and make recommendations to the Board for modifications to those guidelines on the basis of such review and assessment.
8. The Committee shall oversee the development of an orderly succession plan for executive management of the Company and periodically review and report to the Board on the Company's short and long-term succession plan.

#### Board Performance

9. The Committee shall conduct an annual evaluation of the Board and its committees to determine whether they are functioning effectively and meeting their objectives and goals. The Committee shall solicit comments from all directors, executive officers and any other persons it deems appropriate and shall report its conclusions to the Board.

### CEO Performance

10. The Committee shall conduct an annual evaluation of the Chief Executive Officer including an assessment of his or her achievement of corporate and personal performance goals and objectives for the relevant fiscal year. The Committee shall coordinate its assessment with the Board and the Compensation Committee of the Board for purposes of compensation decisions.

### Performance Evaluation

11. The Committee shall review its own performance and reassess the adequacy of this charter at least annually in such manner as it deems appropriate, and submit any recommendations for change to the Board for approval.

### Retention of Consultants and Advisors; Investigations

12. The Committee shall have authority to retain and terminate any search firm to be used to identify director candidates, including authority to approve the search firm's fees and other retention terms.
13. The Committee shall have the authority, without having to seek Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors as it deems advisable, and to retain and terminate such advisors without seeking Board approval.
14. The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.

### **Structure and Operations**

The Board shall designate one member of the Committee to act as its chairperson. The Committee shall meet in person or telephonically at least twice a year at such times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson, with input from the other members of the Committee and, where appropriate, management, shall set and distribute agendas and background materials for each Committee meeting. Except as expressly provided in this charter, the Company's By-laws or corporate governance guidelines, or as required by law, regulation or NYSE listing requirement, the Committee shall set its own rules of procedure.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. Attendance by any members of the Board who are not members of the Committee shall be on a non-voting basis. The Committee may exclude from its meetings any persons it deems appropriate.

The Committee may form and delegate authority to one or more subcommittees, provided that such delegation is not in violation of any applicable law, regulation or NYSE listing requirement.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this charter or as the Board shall from to time specify. Reports to the Board may take the form of oral reports by the chairperson of the Committee or any other member of the Committee designated by the Committee to give such report.