



## **Nominating and Corporate Governance Committee Charter**

### **1. Organization and Purpose**

The Nominating and Corporate Governance Committee (the “**Committee**”) is a committee of directors appointed by the Board of Directors (the “**Board**”) of Reis, Inc. (together with its subsidiaries, unless the context otherwise requires, the “**Company**”). The purposes of the Committee are (i) to identify qualified individuals to become Board members and to recommend to the Board the board nominees for the next annual meeting of the Company’s stockholders and from time to time to fill vacancies on the Board; (ii) to recommend to the Board nominees for each Board committee and for the Chairperson of each committee; (iii) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; and (iv) to lead the Board in its annual review of the Board’s performance.

### **2. Committee Membership**

The Committee shall consist of at least two members. Each member of the Committee shall, in the judgment of the Board, meet the independence requirements of the NASDAQ Global Market (“**NASDAQ**”).

The members of the Committee shall be appointed by the Board. If the Board does not designate a Chairperson of the Committee, the Committee shall elect a Chairperson from its own membership. Committee members may be replaced by the Board from time to time.

### **3. Access to Management**

The Committee and its members shall have complete access to management. Should any member of the Committee believe that participation of management or outside advisors in any discussion of a particular subject would be advisable, he or she is encouraged to make such request.

### **4. Committee Duties and Responsibilities; Operating Procedures**

The Committee’s policies and procedures should remain flexible, in order to best react to changing conditions. The following shall be the principal duties and responsibilities of the Committee and are set forth as a guide, with the understanding that the Committee may supplement them as appropriate:

**a. Nomination Matters**

- i. The Committee shall review, at least annually, the size, structure and membership of the Board and its committees to assure that the proper skills and experience are represented on the Board and its committees.
- ii. The Committee shall actively seek qualified individuals to become Board members for recommendation to the Board. The Committee shall ensure that the selection of qualified individuals meets all current requirements of the Sarbanes-Oxley Act of 2002, any Securities and Exchange Commission (“SEC”) regulations and NASDAQ listing standards, which may include, but is not limited to, the definitions of independence and financial expert.
- iii. The Committee shall formally recommend the slate of director candidates to be nominated by the Board for election at each annual meeting of the Company’s stockholders. In evaluating a candidate for director, the Committee shall consider factors that are in the best interests of the Company and its stockholders, including the knowledge, experience, integrity and judgment of possible candidates for nomination as directors; their potential contribution to the diversity of backgrounds, experience and competencies which the Board desires to have represented; and their ability to devote sufficient time and effort to their duties as directors.
- iv. In connection with each year's annual meeting, the Committee shall consider director candidates recommended by stockholders for election to the Board; *provided* that the names of such nominees, accompanied by relevant biographical information, are submitted not later than the 120th day before the date the Company's proxy statement was first mailed to stockholders in connection with the previous year's annual meeting.
- v. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from legal, accounting or other advisors. The Chairperson of the Committee shall notify the Chief Executive Officer of any firm or advisor the Committee intends to hire and for what purpose.
- vi. The Committee shall make recommendations with respect to committee duties and, after consultation with the Chairman of the Board and consideration of the background of individual Board members, recommend, annually and in the event of a vacancy in any committee, to the Board the assignment of members to committees and the designation of committee chairs. The Committee shall consider periodic rotation of committee members, particularly committee chairs; however, the

Committee is not required to recommend rotation of committee members on a specified timetable.

- vii. The Committee shall be available to the Chairman of the Board and other directors for consultation concerning candidates for director and to perform such other functions which from time to time may be assigned by the Board.

**b. Corporate Governance Matters**

- i. The Committee shall (a) develop and recommend to the Board procedures for the evaluation and self-evaluation of the Board and its committees; (b) shall oversee the evaluation process; and (c) shall report annually to the Board with an assessment of the Board's performance and discuss the assessment with the full Board on an annual basis.
- ii. The Committee shall oversee the evaluation of the Company's management with respect to corporate governance issues.
- iii. The Committee shall periodically review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- iv. The Committee shall establish a process for stockholders to send communications directly to the members of the Board.

**c. General**

- i. The Committee may form and delegate authority to subcommittees as the Committee may deem appropriate in its sole discretion.
- ii. The Committee shall meet as often as it deems necessary to fulfill its responsibilities.
- iii. Meetings may be in person or by telephone conference call. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The act of a majority of the Committee members present at a meeting shall be the act of the Committee. Minutes of each meeting of the Committee will be prepared.
- iv. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate.
- v. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- vi. The Committee shall annually evaluate its own performance.

- vii. The Committee shall ensure that this Charter is posted on the Company's website and otherwise published or filed as required by applicable law.
- viii. The Committee shall perform any other activities consistent with this Charter, the Company's organizational documents and applicable law, as the Board or the Committee deems necessary or appropriate.