

## **Rosetta Stone, Inc.**

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

*Last Updated and Approved on November 14, 2018*

#### **Purpose**

The Corporate Governance and Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Rosetta Stone, Inc. (the “*Company*”) is a standing committee whose purpose is to exercise general oversight with respect to the governance of the Board and assist in shaping the corporate governance of the Company. The Committee shall assist the Board by (i) identifying and recommending to the Board individuals qualified to become Board members, consistent with criteria approved by the Board, and selecting, or recommending that the Board select, the director nominees for the next annual meeting of stockholders; (ii) developing and recommending to the Board a set of corporate governance guidelines, codes of conduct, and compliance mechanisms applicable to the Company, and implementing and monitoring such guidelines as adopted by the Board; (iii) overseeing the evaluation of the Board and management’s performance; (iv) reviewing and making recommendations to the Board on the general operation of the Board, including advising the Board on the size and composition of the Board and the structure and composition of Board committees; (v) annually facilitating the assessment of the Board’s performance as a whole, as required by applicable law, regulations and the New York Stock Exchange (the “*NYSE*”) corporate governance listing standards; and (vi) considering corporate governance issues that may arise from time to time and making recommendations to the Board with respect thereto.

#### **Committee Membership**

The Committee shall consist of no fewer than three members of the Board, each of whom shall meet the independence requirements of the NYSE, any rules and regulations of the U.S. Securities and Exchange Commission and any additional applicable laws or requirements as the Board may deem appropriate.

The members of the Committee shall be appointed annually and vacancies filled or members removed (with or without cause) by the Board. A Committee member may resign by giving written notice to the Board, and may resign membership on the Committee without resigning from the Board. The Board may designate one or more independent directors of the Company as alternate members of the Committee, who may replace any absent or disqualified Committee member at any meeting.

#### **Committee Structure and Operations**

The Committee shall meet in person, telephonically or by videoconference as often as necessary, but at least once a year, to carry out its duties and responsibilities. The Board shall designate one member of the Committee as its Chairperson. The Chairperson shall be responsible for the leadership of the Committee, including preparing the agenda, making committee assignments and reporting for the Committee to the Board at its next regularly scheduled meeting following the meeting of the Committee.

The Chairperson shall also call and preside at each meeting of the Committee and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. All meetings of the Committee shall be governed by the same rules regarding notice, quorum, and voting requirements as are applicable to the Board. The Committee may invite to meetings such officers of the Company or other persons as the Committee deems necessary or appropriate in its discretion. Written minutes of the meetings of the Committee in the form approved at the immediately following meeting shall be duly filed in the Company records. The Committee may form and delegate authority to one or more subcommittees as it deems necessary or advisable from time to time, *provided*, that any delegation is

consistent with applicable rules of the NYSE Listed Company Manual, and provided further, such subcommittee shall report any actions taken by it to the full Committee at its next regularly scheduled meeting. The Committee shall fix any additional rules or procedures as it deems necessary or advisable consistent with this Charter, the bylaws of the Company, the NYSE Listed Company Manual, and the laws of the State of Delaware.

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 terms and conditions of the search firm's retention. In performing its duties, the Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors or resources, and shall have the sole authority to approve fees and other retention terms for such outside advisors. In selecting any such external advisor, the Committee shall consider the independence of such outside advisor, as determined by it in its business judgment. The Committee shall also have full access to the Company's senior management and employees and all of the Company's books, records, and facilities. The Company shall provide funding for payment of compensation of any external advisors retained or resources used by the Committee, as well as reasonable ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall report regularly to the Board regarding the matters reviewed and actions taken at each meeting of the Committee and make appropriate recommendations for action by the Board.

### **Committee Authority and Responsibilities**

In addition to such other duties as the Board may from time to time assign to the Committee or as may be required by applicable law or regulation, the Committee shall do the following:

1. Actively seek, for recommendation to the Board, individuals qualified to become Board members, and assist management in recruiting such individuals as new Board members for the next annual meeting of stockholders and to fill any vacancies on the Board.
2. Consider any nominations of director candidates validly made by stockholders of the Company.
3. Periodically review the Board's committee structure, including all standing or ad hoc committees of the Board, and recommend to the Board for its approval such changes in number, function or composition of the committees of the Board as the Committee deems appropriate.
4. Work with the Board to establish and monitor compliance with Board and committee membership criteria, and annually review and make recommendations to the Board as to the independence of each director, taking into account applicable requirements for members of committees of boards of directors under the Securities Exchange Act of 1934, as amended, the corporate governance listing requirements of the NYSE, and any other applicable laws, regulations and standards, as in effect from time to time.
5. Generally advise the Board on corporate governance matters.
6. Regularly review issues and developments related to corporate governance and bring to the Board's attention current and emerging corporate governance trends and issues.
7. Receive comments from all directors and report annually to the Board with an assessment of the general operation and performance of the Board, management and the other committees of the Board, to be discussed with the full Board following the end of each fiscal year.

8. Annually review and reassess the adequacy of the corporate governance guidelines and policies of the Company and recommend any proposed changes to the Board for approval.
9. Annually review and assess the adequacy of the Company's certificate of incorporation and bylaws to ensure compliance with corporate governance principles and recommend any proposed changes to the Board for approval.
10. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
11. Annually review its own performance.
12. Annually evaluate the performance of the Chief Executive Officer.
13. To the extent practicable, plan for and periodically report to the Board on succession planning for the position of Chief Executive Officer.
14. Develop and facilitate orientation procedures for new directors.
15. Make regular reports to the Board.
16. Perform any other activities consistent with this Charter, the Company's bylaws, the NYSE Listed Company Manual, and the laws of the State of Delaware as the Committee or the Board deems necessary or appropriate.

\* \* \*

As the above listed tasks and focus areas may not be relevant to all of the matters and tasks that the Committee may consider and act upon from time to time, the members of the Committee in their judgment and within the bounds of any applicable law, rule, or regulation may determine the relevance of and attention that those items should receive in any particular context.

This Charter, as may be amended from time to time, shall be posted on the Company's website. The Company shall state in its annual proxy statement that this Charter is available on the Company's website and provide the address.