



Corporate Governance Guidelines
of
United Online, Inc.

Amended as of February 5, 2015

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The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of United Online, Inc. (the “Corporation”) to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines are not intended to change or interpret any Federal or state law or regulation, including the Delaware General Corporation Law, or the Amended and Restated Certificate of Incorporation or the Amended and Restated Bylaws (“Bylaws”) of the Corporation. These Corporate Governance Guidelines are subject to modification from time to time by the Board.

THE BOARD

Role of Directors

The business and affairs of the Corporation shall be managed by or under the direction of the Board. A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which he or she sits and to review, prior to meetings, material distributed in advance for such meetings. A director who is unable to attend a meeting of the Board or a committee on which such director sits (which it is understood will occur on occasion) is expected to notify the Chairman of the Board or the chairperson of such committee in advance of the meeting.

The Board’s Goals

Generally, the Board’s goals are to build long-term value for the Corporation’s stockholders and to advance the vitality of the Corporation for its customers, employees and the other individuals and organizations who depend on the Corporation.

To achieve these goals, the Board will monitor both the performance of the Corporation (in relation to its goals, strategy and competitors) and the performance of the Chief Executive Officer, and offer him or her constructive advice and feedback.

Selection of the Chairman of the Board

The Board does not require the separation of the offices of the Chairman of the Board and the Chief Executive Officer. The Board shall be free to choose its Chairman of the Board in any way that it deems best for the Corporation at any given point in time.

Lead Independent Director

If the Chairman of the Board is not an Independent Director (as defined below), the Independent Directors of the Board will designate one of the Independent Directors to serve as a lead Independent Director (the “Lead Independent Director”). If the Chairman of the Board is an Independent Director, then the duties of the Lead Independent Director

described herein shall become part of the duties of the Chairman of the Board, as applicable. The Lead Independent Director's duties will include the following:

- 1) Presiding at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the Independent Directors;
- 2) Presiding at executive sessions of the Board;
- 3) Serving as liaison between the Chairman of the Board and the Independent Directors;
- 4) Communicating to the Chairman of the Board such matters arising out of executive sessions as the directors may desire to be communicated to the Chairman of the Board;
- 5) Approving meeting agendas, information sent to the Board, and meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- 6) Meeting with stockholders in certain circumstances as may be deemed appropriate by the Board;
- 7) If requested by major stockholders, ensuring that he or she is available for consultation and direct communication; and
- 8) Undertaking such further duties as may be determined by the Board.

In addition, the Lead Independent Director shall have authority to call meetings of the Independent Directors.

Size of the Board

Subject to the Bylaws, the authorized number of directors constituting the Board shall be fixed and may be changed from time to time by resolution of the Board, guided by the recommendations of the Nominating and Corporate Governance Committee.

Selection of New Directors

The Nominating and Corporate Governance Committee is responsible for leading the effort in identifying, recruiting and, if appropriate, interviewing, and recommending candidates to the Board for election as directors by the stockholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Corporation. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee shall also consider advice and recommendations from others as it deems appropriate.

The Nominating and Corporate Governance Committee will consider candidates suggested by stockholders. In considering candidates submitted by stockholders, the

Nominating and Corporate Governance Committee will take into consideration the needs of the Board and the qualifications of the candidate. The Nominating and Corporate Governance Committee may establish procedures, from time to time, regarding stockholder submission of candidates.

Board Membership Criteria

The Nominating and Corporate Governance Committee shall be responsible for assessing the appropriate balance of criteria required of Board members. The Board believes that the Board should be comprised of individuals with varied, complementary backgrounds who have exhibited proven leadership capabilities within their chosen fields. Directors should have the ability to quickly grasp complex principles of business and finance, particularly those related to the industries in which the company operates. Directors should possess the highest personal and professional ethics, integrity and values and should be committed to representing the long-term interests of our stockholders. When considering a candidate for director, the Nominating and Corporate Governance Committee may take into account a number of factors, including the following: experience, skills, expertise, diversity (including backgrounds, experience, gender and race), personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Nominating and Corporate Governance Committee considers appropriate in the context of the needs of the Board.

Other Public Company Directorships

The Board does not have a policy limiting the number of other public company boards of directors upon which a director may sit, in general. However, the Nominating and Corporate Governance Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member. Although the Corporation does not impose a limit on outside directorships, it does recognize the substantial time commitments attendant to Board membership and expects that the members of its Board be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at, meetings.

Independence of the Board

The Board shall be comprised of a majority of directors who qualify as independent directors (“Independent Directors”) under the listing standards of the Nasdaq Stock Market, Inc. (“Nasdaq”).

The Board shall review annually the relationships that each director has with the Corporation (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Corporation). Following such annual review, only those directors who the Board determines do not have any relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director will be considered Independent Directors, subject to additional qualifications

prescribed under the listing standards of Nasdaq or under applicable law. The Board may adopt and disclose categorical standards to assist it in determining director independence. In the event that a director becomes aware of any change in circumstances that may result in such director no longer being considered independent under the listing standards of Nasdaq or under applicable law, the director shall promptly inform the chairperson of the Nominating and Corporate Governance Committee.

Directors Who Change Their Present Job Responsibility

Directors who are also employees of the Corporation will offer to resign from the Board at the same time they leave employment with the Corporation. The Board will, in its sole discretion, determine whether or not to accept such resignation.

The Board does not believe that non-employee directors who retire or change the position they held when they became a member of the Board should necessarily leave the Board. Promptly following such event, the director must notify the Nominating and Corporate Governance Committee, which shall review the continued appropriateness of the affected director remaining on the Board under the circumstances. The affected director is expected to act in accordance with the Nominating and Corporate Governance Committee's recommendation following such review.

Director Tenure

The Board has not established term limits. However, in connection with each director nomination recommendation, the Nominating and Corporate Governance Committee shall consider the issue of continuing director tenure and take steps as may be appropriate to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status quo. An individual director's renomination is dependent upon such director's performance evaluation, as well as a suitability review, each to be conducted by the Nominating and Corporate Governance Committee in connection with each director nomination recommendation.

Board Compensation

A director who is also an officer and/or employee of the Corporation shall not receive additional compensation for such service as a director.

The Board believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Corporation's stock through the payment of a portion of director compensation in the form of the Corporation's stock, options to purchase the Corporation's stock or similar compensation. The Compensation Committee will periodically review the level and form of the Corporation's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Corporation's directors, including any charitable contributions by the Corporation to organizations in which a director is affiliated and consulting or other similar arrangements between the

Corporation and a director. Changes to director compensation will be proposed to the full Board for consideration.

Separate Sessions of Non-Management Directors¹

The non-management directors of the Board shall meet in executive session without management on a regularly scheduled basis, but no less than two times a year (or such greater number of meetings as is required by the Nasdaq listing standards).

In the event that the non-management directors include directors who are not Independent Directors under Nasdaq listing standards, the Board should, at least once a year, schedule an executive session including only Independent Directors.

Any interested parties desiring to communicate with an individual director, the Board or a Board committee regarding the Corporation may do so by sending a correspondence to any such individual director, the Board or Board committee by either name or title to the following address:

United Online, Inc.
c/o Corporate Secretary
21255 Burbank Blvd., Suite 400
Woodland Hills, CA 91367

Self-Evaluation by the Board

The Nominating and Corporate Governance Committee will oversee an annual self-assessment of the Board's performance as well as the performance of each committee of the Board, the results of which will be discussed with the full Board and each committee. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Corporation. The Nominating and Corporate Governance Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board, as well as in making recommendations to the Board with respect to the structure of the Board and its committees and the assignments of Board members to various committees.

Strategic Direction of the Corporation; Board Access to Management

Normally, it is management's job to formalize, propose and implement strategic choices and the Board's role to interact with management with respect thereto and to approve strategic direction and evaluate strategic results. However, as a practical matter, the Board and management will be better able to carry out their respective strategic

¹ Non-management directors are those directors who are not company officers (as such term is defined in Rule 16a-1(f) under the Securities Exchange Act of 1934) and includes directors who are not Independent Directors under Nasdaq listing standards by virtue of a material relationship, former status, family membership or for any other reason.

responsibilities if there is an ongoing dialogue among the Chief Executive Officer, other members of top management and other Board members. To facilitate such discussions, members of senior management who are not directors may be invited to participate in Board meetings when appropriate.

Board members shall have access to the Corporation's management and, as appropriate, to the Corporation's outside advisors. Board members will use judgment to assure that this access is not distracting to the business operation of the Corporation. The Board has the authority, in its discretion, to retain independent advisors, which advisors will be compensated by the Corporation.

The Board encourages the Chief Executive Officer to bring members of management from time to time into Board meetings to (i) provide management insight into items being discussed by the Board which involve the manager; (ii) make presentations to the Board on matters which involve the manager; and (iii) bring managers with significant potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board. Should the Chief Executive Officer desire to add additional members of management as attendees on a regular basis, this should be suggested to the Board for its concurrence.

Board Materials Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

The Nominating and Corporate Governance Committee will periodically review the information flow to board members to strive to ensure that directors receive the right kind and amount of information in sufficient time to prepare for meetings.

Board Interaction with Institutional Investors, Analysts, Press and Customers

The Board believes that management generally should speak for the Corporation. It is suggested that each director shall refer all inquiries from institutional investors, analysts, the press or customers to the Chief Executive Officer or designated management personnel. In certain circumstances, it may be deemed appropriate by the Board for the Lead Independent Director to speak directly with certain stockholders.

Board Orientation and Continuing Education

The Corporation shall make available to new directors appropriate information and resources to familiarize such directors with, among other things, the Corporation's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors and independent auditors.

Each director is encouraged to participate in continuing education (e.g., in-house or third party presentations and programs) which might assist him or her in carrying out his or her responsibilities as a director.

Director Attendance at Annual Meetings of Stockholders

Directors are invited and encouraged to attend the Corporation's annual meeting of stockholders. To the extent required by law, the Corporation will disclose attendance by directors at the annual meeting.

BOARD MEETINGS

Frequency of Meetings

There shall be at least four regularly scheduled quarterly meetings of the Board each year. Special meetings of the Board may be called by the Chairman of the Board, Chief Executive Officer or by the Chairman of the Board, the Chief Executive Officer or Secretary on the request of a majority of the full Board unless the Board consists of only one director, in which case special meetings shall be called by the Chairman of the Board, the Chief Executive Officer or Secretary on the request of the sole director.

COMMITTEE MATTERS

Number and Names of Board Committees

The Board shall have the following committees: (i) an Audit Committee, (ii) a Compensation Committee and (iii) a Nominating and Corporate Governance Committee, to perform the functions traditionally performed by such committees. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board, and each such committee shall act in accordance with the Bylaws of the Corporation. These charters will be reviewed annually by the Board and the relevant committee and made available on the Corporation's website. The Board may want, from time to time, to form a new committee or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time and determine the composition and areas of competence of such committees.

Independence of Board Committees

Each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall consist of three or more directors. Each such committee shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee.

Assignment and Rotation of Committee Members

The Nominating and Corporate Governance Committee shall be responsible, after consultation with the Chairman of the Board, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Corporate Governance Committee's recommendations, the Board shall determine whether to make any changes to the appointments of the Chairman and members to the committees.

The Nominating and Corporate Governance Committee shall annually review the committee assignments and shall consider the rotation of the Chair and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors. With regard to the Chair of the Nominating and Corporate Governance Committee, such position shall rotate as determined by the Board after reviewing the Nominating and Corporate Governance Committee's recommendations.

Business Conduct and Ethics

In order to maintain the highest ethical, legal and socially responsible conduct, the Corporation has established a written Code of Ethics, which the Nominating and Corporate Governance Committee reviews periodically to ensure its compliance with the rules and regulations promulgated by Nasdaq, the Sarbanes-Oxley Act of 2002 and the Securities and Exchange Commission.

LEADERSHIP DEVELOPMENT

Succession Planning and Selection of the Chief Executive Officer

The Nominating and Corporate Governance Committee shall assist the Board in connection with succession planning. In the event it is necessary to select a new Chief Executive Officer, the Nominating and Corporate Governance Committee shall lead the process and initiate evaluation, consideration and screening of potential candidates for Chief Executive Officer. In identifying potential candidates for, and selecting, the Corporation's Chief Executive Officer, the Nominating and Corporate Governance Committee and the Board, as the case may be, shall consider, among other things, a candidate's experience, understanding of the Corporation's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community. The full Board shall have the final responsibility to select the Corporation's Chief Executive Officer.

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