

**PLANETOUT INC.
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

PURPOSE

The primary objective of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of PlanetOut Inc., a Delaware corporation (the "Company"), is to fulfill the Board's responsibilities relating to compensation of the Chief Executive Officer and other executives of the Company, to administer the Company's compensation plans and to generate an annual report on executive compensation to be included in the Company's proxy statement, in accordance with applicable rules and regulations.

COMPOSITION

Committee membership shall consist of at least two (2) Board members. All of the members of the Committee shall satisfy the independence requirements set forth in applicable rules promulgated by the Securities and Exchange Commission (the "SEC") and the Nasdaq Stock Market, Inc. or any other regulatory agency or governmental body, as in effect from time to time. At least two (2) members of the Committee shall satisfy the "non-employee director" standard within the meaning of Section 16b-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the "outside director" standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code").

The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies on the Committee shall be filled by the Board. The Committee's chairperson shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate, but shall meet no fewer than one time annually. The Chief Executive Officer, Chairman of the Board and the Chief Financial Officer may attend any meeting of the Committee, except for portions of the meetings where his or their presence would be inappropriate, as determined by the Committee. The Committee shall meet in executive sessions to the extent required by applicable regulations. The chairperson of the Committee shall preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. Minutes of each meeting shall be prepared and distributed to each member of the Committee, members of the Board, and the Company's Secretary. The Committee may ask members of management or others to attend meetings or to provide relevant information. The chairperson of the Committee shall report to the Board from time to time, or whenever so requested by the Board.

AUTHORITY AND RESPONSIBILITIES

The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law. The responsibilities of the Committee include, but are not limited to, the following:

- *Overall Compensation Strategy* - The Committee shall review, modify (as needed) and approve the overall compensation strategy and policies for the Company, including (i) reviewing corporate performance goals and objectives relevant to the compensation of the Company's executive officers, (ii) reviewing and advising the Board concerning regional and industry-wide compensation practices and trends to assess the adequacy and competitiveness of the Company's executive compensation programs among comparable companies in the Company's industry and (iii) reviewing the terms of any employment agreements, severance arrangements and change of control protections for the Company's executive officers.
- *Compensation of Chief Executive Officer* - The Committee shall review and approve, in its sole discretion and, if necessary in an executive session, the Company's Chief Executive Officer and shall evaluate the Chief Executive Officer's performance in light of relevant corporate performance goals and objectives. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the Company's Chief Executive Officer in past years, and such other criteria as the Committee deems advisable.
- *Compensation of Other Officers; Directors' Fees* - The Committee shall review and approve the corporate performance goals and objectives of the Company's other executive officers from time to time. The Committee shall review and approve the compensation and other terms of employment of the executive officers, taking into consideration actual performance against plan. The Committee shall discuss with senior management the amount of directors' fees for Board members, including retainer, Board meeting, committee and committee chair fees and equity incentive grants or awards for the purpose of forming a recommendation to the Board.
- *Director and Executive Officer Benefits* - With respect to directors and executive officers, the Committee shall review and approve grants and awards under the Company's stock option plans, stock appreciation rights plans, pension and profit sharing plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and similar programs.
- *Administration of Equity Compensation Plan* - If so delegated by the Board of Directors, the Committee shall administer the Company's equity compensation plans with respect to all eligible participants. Within the confines established under the various incentive plans and applicable rules and regulations, the Committee may delegate such powers and authority as it may determine appropriate.
- *Succession Planning* - The Committee shall annually review and approve the Company's organizational structure, succession plans for executive officers and programs to encourage the development of individuals to assume positions of higher responsibility.
- *Proxy Statement Report* - The Committee shall prepare and review any report required by the applicable SEC rules and regulations to be included in the Company's annual proxy statement.
- *Committee Self-Assessment* - The Committee shall review, discuss and assess at least annually its own performance as well as the Committee's role and

responsibilities as outlined in this Charter. The Committee shall submit any suggested changes to the Board for its consideration.

The responsibilities and duties set forth above are meant to serve as a guide, with the understanding that the Committee may diverge from the specific duties enumerated as necessary or appropriate given the circumstances.