

**PLANETOUT INC.
CHARTER OF THE CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS**

PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of PlanetOut Inc., a Delaware corporation (the "Company"), shall be to (i) oversee all aspects of the Company's corporate governance functions on behalf of the Board, (ii) make recommendations to the Board regarding corporate governance issues, (iii) identify, review and evaluate candidates to serve as directors of the Company, (iv) serve as a focal point for communication between such candidates, non-committee directors and the Company's management, (v) recommend and approve all nominations of directors and (vi) make such other recommendations to the Board regarding affairs relating to the directors of the Company, including director compensation.

COMPOSITION

The Committee shall consist of at least two (2) members of the Board who satisfy the independence requirements of the Nasdaq National Market applicable to nominating committee members. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring 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. The Chief Executive Officer, Chairman of the Board and 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. Minutes of each meeting will be prepared and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The chairperson of the Committee will 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 Committee will have the full power and authority to carry out the following primary responsibilities:

- *Corporate Governance Principles* – The Committee shall develop a set of corporate governance principles applicable to the Company, shall periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration.
- *Compliance* – The Committee shall review and consider public disclosure issues, conflicts of interest matters and other corporate governance matters that the Committee deems necessary or advisable for compliance with applicable legal, ethical and regulatory requirements that impact corporate governance.
- *Code of Conduct and Ethics* – The Committee shall oversee the Company’s implementation and enforcement of its Code of Conduct and Ethics.
- *Committee Education/Orientation* – The Committee shall develop with management and participate in a process for the review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company.
- *Director Nominations* – The Committee, in consultation with the Chief Executive Officer, shall have the primary responsibility for identifying, recruiting, evaluating, reviewing and recommending qualified candidates to serve on the Board. The Committee will establish minimum qualification requirements for candidacy for the Company’s Board and will develop policies and procedures with respect to identifying and evaluating potential candidates, including any candidates suggested by the Company’s stockholders. The selection and nomination of nominees for director to be presented to the stockholders for election or reelection, and the selection of new directors to fill vacancies and newly created directorships on the Board, shall be made by the Committee in consultation with the full Board.
- *Board Committee Nominations* – The Committee, in consultation with the Chief Executive Officer, and after considering the wishes of the individual directors, shall recommend to the entire Board annually the chairmanship and membership of each committee of the Board.
- *Director Change of Position* – The Committee is responsible for considering and making a recommendation to the Board with respect to the continued service of a director in the event (a) an employee director’s employment with the Company is terminated for any reason, (b) a non-employee director changes his/her primary job responsibility as in effect at the time such director was most recently elected to the Board or (c) any other change in status makes termination of service desirable or in the best interest of the Company.

- *Board Assessment* – The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment includes the review and assessment of existing Board committee charters and an evaluation of the Board’s contribution as a whole, specific areas in which the Board and/or management believe better contributions could be made, and overall Board composition and makeup, including the reelection of current Board members. The results of such reviews shall be provided to the Board for further discussion as appropriate.
- *Committee Self-Assessment* – The Committee shall periodically review, discuss and assess its own performance as well as the Committee role and responsibilities, seeking input from senior management, the full Board and others. Changes in the role and/or responsibilities of the Committee as outlined in this Charter, if any, shall be recommended to the full Board for approval.
- *Stockholder Communications* – The Committee shall develop policies and procedures with respect to stockholder communications with the Board in accordance with applicable rule and regulations.

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.