

**DIRECTOR NOMINATION POLICY
OF THE
BLUCORA, INC.
NOMINATING AND GOVERNANCE COMMITTEE**

Effective November 6, 2020

The purpose of this Director Nomination Policy of Blucora, Inc. (the “**Company**”) is to describe the process by which candidates for possible inclusion in the Company’s recommended slate of director nominees are evaluated and selected. This Policy is administered by the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”).

This Policy is intended to guide the Committee both when recommending new directors and when deciding whether to recommend that incumbent directors be renominated. It is the policy of the Committee that, while an incumbent director may not be subject to the same level of scrutiny as a new director when considering nomination recommendations, the Committee will carefully consider the qualifications and contributions of any incumbent director before making a renomination recommendation.

Director Qualifications

The Committee believes that it is prudent and advisable for Board candidates to possess the following minimum qualifications:

- Each Board candidate must be committed to the Company’s long-term business success consistent with the highest standards of responsibility and ethics.
- Each Board candidate shall have the time to conscientiously prepare for, attend and participate in Board and applicable committee meetings and must ensure that he or she does not have any personal or professional commitments that would limit or interfere with his or her ability to properly discharge, or which would otherwise conflict with, his or her obligations to the Company and its stockholders.
- Each Board candidate shall have an established record of professional accomplishment in his or her chosen field.
- No Board candidate or “**family member**” (as defined in the listing standards of The NASDAQ Stock Market LLC) or “**affiliate**” or “**associate**” (each as defined under the Securities Act of 1933, as amended) of a Board candidate shall have any material personal, financial or professional interest in any competitor of the Company which, in the judgment of the Board, would limit or interfere with his or her ability to properly discharge, or which would otherwise conflict with, his or her obligations to the Company and its stockholders.

- Each Board candidate shall be willing to make, and be financially capable of making, the required investment in the Company's stock in the amount and within the timeframe specified in the Company's Stock Ownership Guidelines.

In addition, the Committee also considers it desirable that Board candidates possess the following qualities or skills:

- A Board candidate should possess a strong reputation for integrity, personal and professional ethics and mature judgment and an ability to work collegially with the other members of the Board.
- A Board candidate should contribute to the Board's overall diversity, with diversity being broadly construed to mean not only diversity with respect to gender, ethnicity and sexual orientation but also a variety of personal and professional experiences, education, opinions, perspectives and backgrounds.
- A Board candidate should possess professional and personal experience and expertise relevant to the Company's strategy. Relevant experiences might include (but are not limited to): executive-level experience at a public company; experience in the financial services, wealth management, digital tax preparation or software industries; and expertise in one or more of the following areas — finance, accounting, sales and marketing, corporate development, organizational development, information technologies, social media and public relations.

With respect to each incumbent director, prior to making a renomination recommendation, the Committee will evaluate whether:

- Such incumbent director continues to satisfy the minimum qualifying criteria set forth above;
- Whether such incumbent director satisfactorily performed his or her duties during the preceding term, including the number of meetings attended, level of participation and overall contribution to the Company;
- Such incumbent director made efforts to attend educational events and otherwise keep informed regarding principles and practices of sound corporate governance; and
- Any special, countervailing considerations exist against renomination of the director.

Notwithstanding the foregoing, under exceptional and limited circumstances, the Committee may approve the candidacy of a nominee who does not satisfy the qualifications set forth above if it believes the service of such nominee would be in the best interests of the Company and its stockholders.

Identification of Candidates

Process for Identifying Candidates

The Committee may consider suggestions for possible Board candidates from any source, including, without limitation: members of the Board, Company management, advisors to the Company and stockholders of the Company.

Stockholder Recommendations

A stockholder who wishes to recommend a candidate for nomination by the Company should submit a written notice by mail to the Committee c/o Secretary, Blucora, Inc., 3200 Olympus Boulevard, Suite 100, Dallas, Texas 75019. The recommendation must include (i) the candidate's name, age and home and business contact information, (ii) detailed biographical data and a description of relevant qualifications, (iii) a signed letter from the candidate confirming consent to being named in the proxy statement as a nominee and to serve as a director if elected, (iv) information regarding any relationships between the candidate and the Company, (v) the name and address of the stockholder of record making such recommendation and (vi) evidence of the recommending stockholder's ownership of Company stock. Such recommendations must also include a statement from the recommending stockholder in support of the candidate, particularly within the context of the criteria for Board membership, including issues of character, integrity, judgment, diversity of experience, independence, area of expertise, corporate experience, length of service, potential conflicts of interest, other commitments and the like and personal references.

Stockholder Nominations

The above procedures apply to stockholder recommendations of candidates to the Board to be nominated by the Company. Stockholders who instead desire to nominate one or more persons for election as a director of the Company at an annual meeting of stockholders must comply with the deadlines and other requirements set forth in the Company's Bylaws. The director nomination provisions set forth in the Company's Bylaws are the exclusive means for a stockholder to make nominations. The Company's Bylaws are available publicly on the Company's web site at <http://www.blucora.com> (in the "Corporate Governance" section under the "Investors" tab).

Evaluation of Candidates

The Committee shall evaluate potential Board candidates, including incumbent directors, based on the same criteria. In its evaluation of director candidates, including incumbent directors, the Committee will consider the current size and composition of the Board and the needs of the Board and the respective committees of the Board. The Committee shall also consider the minimum qualifications described above and any other factors that the Committee may consider appropriate. The Committee shall review and consider any candidates submitted by a stockholder or stockholder group in the same manner as all other candidates.

If, based on the Committee's initial evaluation, a Board candidate continues to be of interest to the Committee, the Chairperson of the Committee will interview the candidate and communicate his or her evaluation to the other Committee members, the Board and executive management. If the Chairperson's initial evaluation is favorable, the candidate will be interviewed by the other Committee members, other Board members, the Chief Executive Officer and such other members of executive management as the Chairperson deems appropriate or advisable. If the results of these interviews are favorable, the Chairperson of the Committee will arrange to have appropriate reference and background checks conducted, and the Chairperson will report the findings from such checks to the other Committee members, other Board members, the Chief Executive Officer and such other members of executive management as the Chairperson deems appropriate or advisable.

The Committee will then meet to consider and finalize its list of recommended Board candidates for the Board's consideration. Except as may be required by applicable law, rule or regulation, the Committee will have no obligation to discuss the outcome of the evaluation process or the reasons for the Committee's recommendations, with any stockholder who submitted any notice of intent to nominate under the Company's Bylaws or recommended any potential Board candidates.

All Board candidates (whether identified internally, by a stockholder or otherwise) who, after evaluation, are then recommended by the Committee and approved by the Board will be included in the Company's recommended slate of director nominees in its proxy statement.

Periodic Evaluation of Policy

This Policy is intended to provide a set of flexible guidelines for the effective and efficient functioning of the Company's director nominations process. The Committee intends to review this Policy annually and anticipates that modifications will be necessary from time to time as the Company's needs and circumstances evolve, and as applicable legal or listing standards change. The Committee may modify or amend this Policy at any time. Should this occur, an amended and restated policy will be made publicly available on the Company's website at: <http://www.blucora.com> (in the "Corporate Governance" section under the "Investors" tab).

Charter

The Nominating and Governance Committee's charter, the Company's Corporate Governance Guidelines and other materials are available publicly on the Company's web site at <http://www.blucora.com> (in the "Corporate Governance" section under the "Investors" tab).

Copies of the Committee's charter and this Policy may also be obtained by a Company stockholder at no cost by sending a written request to:

Corporate Secretary
Blucora, Inc.
3200 Olympus Blvd, Suite 100
Dallas, TX 75019