

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

Effective November 9, 2017

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. The Policy is administered by the Nominating and Governance Committee of the Board of Directors (the “**Board**”).

This policy is intended to guide the Nominating and Governance Committee (the “Committee”) both when recommending new Directors and when deciding whether to recommend that current Directors be renominated. It is the policy of the Committee that, while a current Director may not be subject to the exact same level of scrutiny as a new Director when considering nomination recommendations, the Committee will carefully consider the qualifications and contributions of any currently sitting Director before making a renomination recommendation.

Director Qualifications

The Company’s Corporate Governance Guidelines (the “**Guidelines**”) state that the Committee shall nominate directors of the Board “in accordance with the charter and principles of that committee” and annually review the “appropriate skills and characteristics required of Board members as well as the composition of the Board as a whole.” The Guidelines further state that such review will include the Board members’ independence under applicable standards and rules as well as consideration of diversity, skills, age and experience and the general needs of the Board. The Committee’s purposes, pursuant to its charter, include ensuring that the Board is properly constituted to meet its fiduciary obligations to the Company and its stockholders and recommending to the board qualified candidates to be nominated for election as directors.

The Committee, after consultation with the Board, executive management and the Committee’s advisors, 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 and must represent the best interests of all of the Company’s stockholders and not any particular constituency.
- Each Board candidate shall conscientiously prepare for, attend and participate in Board and applicable committee meetings and must ensure that he/she does not have such other personal or professional commitments as 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/her chosen field.
- No Board candidate (or “**family member**” as defined in the listing standards of the NASDAQ Stock Market LLC (“**Nasdaq**”), 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.

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, 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 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 goal of being a leading technology-enabled financial solutions company. 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; and public relations.

Vacancy

According to the Company’s Amended and Restated Bylaws, any vacancy occurring on the Board, whether caused by resignation, death, increase in the number of directors or otherwise, may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, if any.

The criteria above, and evaluation processes below, apply to all vacancies, including those to be filled by interim appointments by the Board.

Identification of Candidates

Internal Process for Identifying Candidates

The Committee solicits ideas for possible Board candidates from a variety of sources including, without limitation: members of the Board, Company executives, or individuals personally known to the members of the Board or Company executives through personal or professional relationships, and research.

The Committee may also from time to time use its sole authority under its charter to “engage and terminate consultants, search firms, or other advisors, as the Committee deems advisable, to carry out its responsibilities” at the Company’s expense. If the Committee retains any such search firm(s), they may, at the Committee’s sole discretion, be asked, among other tasks, to identify possible Board candidates who meet the qualifications set forth in this Policy; to interview such candidates; to conduct appropriate background and reference checks; and to be available for consultation as needed by the Committee and the Board.

Candidates Proposed by Stockholders

A. General Nomination Right

Any stockholder of the Company may nominate one or more persons for election as a director of the Company at an annual meeting of stockholders if the stockholder complies with the director nomination provisions, including without limitation the notice, information and consent provisions, set forth in the Company’s Amended and Restated Bylaws. The Company’s Amended and Restated Bylaws are available publicly on the Company’s web site at <http://www.blucora.com> (in the “Corporate Governance” section under the “Investor Center” tab).

B. Proposals by Qualified Stockholders

In addition to those Board candidates identified through internal processes, the Committee will consider Board candidates proposed by “Qualified Stockholders” (as defined below) in accordance with this Policy. The procedures described in this Section B are meant to establish a further means by which certain stockholders can have access to the Company’s process for identifying and evaluating Board candidates, and is not meant to replace or limit in any way stockholders’ general nomination rights described in Section A above.

Any single stockholder, or group of stockholders, that has beneficially owned more than 5% of the Company’s outstanding common stock for at least one (1) year and that satisfies the notice, information and consent provisions in this Policy (such individual or group, a “**Qualified Stockholder**”), may propose a Board candidate for evaluation by the Committee, by delivering a written notice to the Committee subject to the requirements set forth below (the “**Notice**”). The Notice must be received by the Committee not less than 120 calendar days before the anniversary of the date of the Company’s proxy statement released to stockholders in connection with the previous year’s annual meeting. Where the Company changes its annual meeting date by more than 30 days from year to year, the Notice must be received by the Committee no later than the close of business on the 10th day following the day on which notice of the date of the upcoming annual meeting is publicly disclosed.

Any Board candidate proposed by a Qualified Stockholder must be independent of the Qualified Stockholder in all respects (e.g. free of any material personal, professional, financial or business relationships from the nominating stockholder), as determined by the Committee or by applicable law. Any Board candidate submitted by a Qualified Stockholder must also qualify as an “independent director” under applicable Nasdaq rules.

The Notice shall also contain or be accompanied by the following information or documentation:

- Proof of the required stock ownership (including the required holding period) of the nominating stockholder. The Committee may determine whether the required stock ownership condition has been satisfied for any stockholder that is the registered owner. Any stockholder that is not a record holder of stock may submit one of the following to the Company to evidence the required ownership percentage and holding period:
 - A written statement from the record holder of the stock (e.g. broker) verifying that, at the time the stockholder mailed the Notice, the nominating stockholder had held the required percentage of shares for at least one year; or
 - If the stockholder has filed a Schedule 13D, Schedule 13G, Form 3, Form 4, and/or Form 5, or amendments to those documents or updated forms, reflecting ownership of the shares as of or before the date that the Notice was mailed, a copy of the schedule and/or form, and any subsequent amendments reporting a change in ownership level, as well as a written statement from the stockholder that the stockholder continuously held the required percentage of shares for the one-year period as of the date that the Notice was mailed.
- a written statement that the stockholder intends to continue to own the required percentage of shares through the date of the annual meeting with respect to which the Board candidate is proposed to be nominated.
- The name or names of each stockholder submitting the proposal, the name of the Board candidate, and the written consent of each such stockholder and the Board candidate to be publicly identified.
- The nominating stockholder's business address and contact information and all other information that would be required to be disclosed in a proxy statement or other filings required to be made in connection with the solicitation of proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended, and the regulations promulgated thereunder (the "**Exchange Act**").
- With respect to the proposed Board candidate, the following information must be provided:
 - name, age, business and residence addresses;
 - principal occupation or employment;
 - number of shares of the Company's stock beneficially owned (if any);
 - a written resume of personal and professional experiences;
 - all other information relating to the proposed Board candidate that would be required to be disclosed in a proxy statement or other filings required to be made in connection with the solicitation of proxies for election of directors pursuant to Section 14 of the Exchange Act; and

- Information, documents or affidavits demonstrating to what extent the proposed Board candidate meets the required minimum criteria, and the desirable qualities or skills, described in this Policy.
- The Notice must also include a written statement that the nominating stockholder and the proposed Board candidate will make available to the Committee all information reasonably requested in furtherance of the Committee's evaluation.
- The signature of each proposed Board candidate and of each stockholder submitting the proposal.

The Notice must be delivered in writing, by registered or certified, first-class mail, postage prepaid, to the following address:

Chairperson, Nominating & Governance Committee
Blucora, Inc.
c/o Corporate Secretary
6333 State Hwy 161, 6th Floor
Irving, TX 75038

A Notice and supporting materials, complete and properly constituted as specified under this Policy, shall be forwarded by the Corporate Secretary to the Chairperson of the Committee. Except as may be required by applicable law, rule or regulation, the Committee will have no obligation to acknowledge receipt of the Notice or otherwise communicate with the stockholder submitting the Notice.

Evaluation of Candidates

The Committee will consider all candidates properly identified through the processes described above, and will evaluate each of them, including incumbents, based on the same criteria.

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 made a proposal.

All Board candidates (whether identified internally, by a Qualified 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 Director Nomination 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 "Investor Center" 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 "Investor Center" tab).

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

Corporate Secretary
Blucora, Inc.
6333 State Hwy 161, 6th Floor
Irving, TX 75038