

RAINMAKER SYSTEMS, INC.
CHARTER FOR THE CORPORATE
GOVERNANCE
AND NOMINATING COMMITTEE
November 13, 2007

Purpose

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) is to (1) oversee and advise the Board on corporate governance matters, (2) monitor and make recommendations to the Board on matters of Board policies, (3) and manage the nominating process for considering new Board members.

Composition and Term

The Committee will be appointed by, and serve at the discretion of, the Board, with the exact number being determined by the Board. Each of the members of the Committee will be an “independent director” whom (i) the Board has determined has no material relationship with the Company, (ii) satisfies the independence requirements of the Nasdaq Stock Market, (iii) is a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934 (the “1934 Act”), as amended and (iv) is an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986 (the “Code”), as amended as defined under the applicable rules and regulations of The NASDAQ Stock Market, as amended from time to time (the “Rules”).

The Committee members shall be appointed by the Board and shall serve until their successors are appointed by the Board. The Chairperson of this Committee shall be elected by the Board.

Duties and Responsibilities

The following shall be the principal recurring duties of the Committee in carrying out its responsibilities. These responsibilities are set forth as a guide with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities under this Charter, the Company’s By-Laws and governing law.

Governance:

1. Develop and periodically review and recommend to the Board appropriate revisions to the Company’s Corporate Governance Guidelines;
2. Monitor compliance with the Corporate Governance Guidelines;
3. Keep the Board informed on Corporate Governance matters;
4. Adopt such changes to the Charter as the Committee deems appropriate.

5. Recommend to the Board the size and composition of the Board and the size, composition and functions of the Board committees;
6. Recommend criteria to be used in reviewing and screening potential candidates to become potential Board members;
7. Monitor and make recommendations to the Board on matters of Board policies;
8. Recommend the process for evaluating the performance of directors and the Board as a whole;

Nominating:

9. Establish procedures for identifying candidates for the Board and periodically review potential Board candidates;
10. Engage third parties to conduct searches for nominees to the Board of Directors as requested by the Board;
11. Assist the Board in managing the process of selecting nominees for the Board;
12. Review and make recommendations to the Board regarding proposals of stockholders that relate to corporate governance and stockholder proposals for nominations to the Board;