Answers CORP
Form PRER14A
February 25, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant þ

Filed by a party other than the Registrant o

Check the appropriate box:

þ	Preliminary Proxy Statement.
o	Confidential, for use of the Commission Only (as Permitted by Rule 14a-6(e)(2)).
o	Definitive Proxy Statement.
o	Definitive Additional Materials.
o	Soliciting Material Pursuant to § 240.14a-12.

ANSWERS CORPORATION
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

þ	No fee required.
o	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

þ Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

237 West 35th Street, Suite 1101
New York, NY 10001

Dear Fellow Stockholder:

You are cordially invited to attend the upcoming special meeting of stockholders of Answers Corporation ("Answers.com" or the "Company"), to be held on , 2011, at a.m., local time, at the offices of Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036. Answers.com has entered into an Agreement and Plan of Merger, dated as of February 2, 2011 (the "merger agreement"), with AFCV Holdings, LLC, a Delaware limited liability company ("AFCV"), and A-Team Acquisition Sub, Inc. ("Merger Sub"), a Delaware corporation and an indirect wholly-owned subsidiary of AFCV.

Under the terms of the merger agreement, Merger Sub will be merged with and into Answers.com, with Answers.com continuing as the surviving corporation (the "merger") and a wholly-owned subsidiary of AFCV. If the merger is completed, then at the effective time of the merger, holders of Answers.com common stock will be entitled to receive $10.50 in cash, without interest, less any applicable withholding taxes, for each share of Answers.com common stock owned at the effective time of the merger. In accordance with the Certificate of Designations, Numbers, Voting Powers, Preferences and Rights of the Series A convertible preferred stock of Answers.com (the "Series A stock"), holders of Series A stock will receive an amount in cash, without interest, for each share of Series A stock owned equal to $10.50 multiplied by (A) the stated value of $101.76 plus accrued but unpaid dividends thereon accrued daily at the rate of 6% per annum calculated from the date on which the last regular quarterly dividend is paid in respect of the Series A stock to the effective time of the merger, divided by (B) $4.50. In accordance with the Certificate of Designations, Numbers, Voting Powers, Preferences and Rights of the Series B convertible preferred stock of Answers.com (the "Series B stock"), holders of Series B stock will receive an amount in cash without interest for each share of Series B stock owned equal to $10.50 multiplied by (A) the stated value of $100.00 plus accrued but unpaid dividends thereon accrued daily at the rate of 6% per annum calculated from the date on which the last regularly quarterly dividend is paid in respect of the Series B stock to the effective time of the merger, divided by (B) $5.50.

Notice of the special meeting and the related proxy statement is enclosed. Certain stockholders, including our chief executive officer, have agreed to vote shares representing approximately of the Answers.com common stock and preferred stock outstanding, as of February 25 , 2011, voting together as a single class on an as converted to common stock basis, in favor of the adoption of the merger agreement.

The accompanying proxy statement gives you detailed information about the special meeting and the merger and includes the merger agreement as Annex A. The receipt of cash in exchange for shares of Answers.com common stock and preferred stock in the merger will constitute a taxable transaction for U.S. federal income tax purposes. We encourage you to read the proxy statement and the merger agreement carefully in their entirety.

After careful consideration, our board of directors has determined that the merger and the merger agreement is fair to, and in the best interests of, Answers.com and its stockholders, and declared the merger to be advisable, and unanimously approved the merger agreement and the transactions contemplated thereby, including the merger.

Your vote is very important regardless of the number of shares you hold. We cannot complete the merger unless holders of a majority of all outstanding shares of Answers.com common stock and preferred stock, voting, in person or by proxy and entitled to vote on the matter, together as a single class on an as converted to common stock basis, vote to adopt the merger agreement. Our board of directors recommends that you vote "FOR" the adoption of the merger agreement. The failure of any stockholder to vote on the proposal to adopt the merger agreement will have the same effect as a vote against the adoption of the merger agreement. We are also asking you to vote "FOR" any proposal

to adjourn the special meeting, if necessary, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement.

Whether or not you plan to attend the special meeting, please complete, date, sign and return, as promptly as possible, the enclosed proxy by mail in the accompanying reply envelope, or submit your proxy by telephone or the Internet. Stockholders who attend the meeting may revoke their proxies and vote in person. If your shares are held in "street name" by your broker or other nominee, only that holder can vote your shares unless you obtain a valid legal proxy from such broker or nominee. You should follow the directions provided by your broker or nominee regarding how to instruct such broker or nominee to vote your shares.

If you submit your proxy but do not indicate how you want to vote, your proxy will be voted "FOR" the adoption of the merger agreement and "FOR" any proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement.

If you have any questions or need assistance with voting, please contact Okapi Partners, who is assisting us with the solicitation, toll-free at (877) 796-5274 or call collect at (212) 297-0720.

Our board of directors and management appreciate your continuing support of the Company, and we urge you to vote in favor of the adoption of the merger agreement.

Sincerely,

Robert Rosenschein
Chief Executive Office, President and Chairman

Neither the Securities and Exchange Commission nor any state securities regulatory agency has approved or disapproved the merger, passed upon the merits or fairness of the merger or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.

The proxy statement is dated , 2011, and is first being mailed to stockholders on or about , 2011.

237 West 35th Street, Suite 1101
New York, NY 10001

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
To Be Held on , 2011

Dear Answers.com Stockholder:

Answers Corporation, a Delaware corporation (the "Company"), will hold a special meeting of stockholders at the offices of Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, at a.m., local time, on , 2011, for the following purposes:

1. To adopt the Agreement and Plan of Merger, dated as of February 2, 2011 (the "merger agreement"), by and among the Company, AFCV Holdings, LLC, a Delaware limited liability company ("AFCV"), and A-Team Acquisition Sub, Inc. ("Merger Sub"), a Delaware corporation and an indirect wholly-owned subsidiary of AFCV, as such agreement may be amended from time to time.

2. To approve the proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement.

The board of the Company has unanimously approved the merger agreement and recommends that its stockholders vote "FOR" the adoption of the merger agreement. The board of directors of the Company also recommends that stockholders vote "FOR" any proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adoption of the merger agreement.

Only record holders of Answers.com common stock, Series A convertible preferred stock of Answers.com (the "Series A stock") and Series B convertible preferred stock of Answers.com (the "Series B stock") at the close of business on , 2011 are entitled to receive notice of, and will be entitled to vote at, the special meeting, including any adjournments or postponements of the special meeting. The list of stockholders entitled to vote at the special meeting will be available for inspection at our principal executive offices located at 237 West 35th Street, Suite 1101, New York, NY 10001, during ordinary business hours at least 10 days before the special meeting.

In connection with the execution of the merger agreement, the holders of our Series A stock and Series B stock, as well as our chief executive officer, solely in their capacities as stockholders, entered into voting agreements with AFCV and the Company, pursuant to which each of those stockholders agreed, among other things, to vote the shares of our capital stock over which these stockholders exercise voting control in favor of adoption of the merger agreement. These stockholders exercise d voting control over approximately 27.3% of the shares of our common stock and preferred stock outstanding as of February 25 , 2011, voting together as a single class on an as converted to common stock basis. If the merger agreement is terminated in accordance with its terms, these voting agreements will also terminate.

We urge you to read the accompanying proxy statement carefully in its entirety as it sets forth details of the proposed merger and other important information related to the merger.

Under Delaware law, if the merger is completed, then at the effective time of the merger, holders of Answers.com stock who do not vote in favor of adoption of the merger agreement will have the right to seek appraisal of the fair value of their shares as determined by the Delaware Court of Chancery under Delaware law, subject to the satisfaction of the requirements for exercising and perfecting such rights. A copy of the full text of the applicable Delaware

statutory provisions is included as Annex B to this proxy statement.

Your vote is important, regardless of the number of shares you hold, and we urge you to complete, sign, date and return your proxy card as promptly as possible by mail in the accompanying reply envelope, whether or not you expect to attend the special meeting. If you are unable to attend the special meeting in person and you return your proxy card, your shares will be voted at the special meeting in accordance with your proxy. You may also submit your proxy by telephone or electronically through the Internet by following the instructions included with your proxy card. If your shares are held in "street name" by your broker or other nominee, only that holder can vote your shares unless you obtain a valid legal proxy from such broker or nominee. You should follow the directions provided by your broker or nominee regarding how to instruct such broker or nominee to vote your shares. If you submit your proxy but do not indicate how you want to vote, your proxy will be voted "FOR" the adoption of the merger agreement and "FOR" any proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adoption of the merger agreement. If you do not vote or do not instruct your broker, bank or nominee how to vote, it will have the same effect as voting against the proposal to adopt the merger agreement – so please vote. If you do not vote, it will not affect the outcome of any proposal to adjourn the special meeting, but will reduce the number of votes required to approve such a proposal.

The merger is described in the accompanying proxy statement, which we urge you to read carefully in its entirety. A copy of the merger agreement is attached as Annex A to the proxy statement.

By Order of the Board of Directors,

Caleb A. Chill
Vice President, General Counsel & Corporate Secretary
, 2011

TABLE OF CONTENTS

SUMMARY TERM SHEET

This summary term sheet highlights selected information from this document and may not contain all of the information that is important to you. Answers.com encourages you to read carefully the remainder of this document in its entirety, including the attached annexes and the other documents to which we have referred you, because this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the special meeting of stockholders. See also "Where You Can Find More Information" on page 76 of this document. We have included references to other portions of this document to direct you to a more complete description of the topics presented in this summary.

Summary of the Merger

Answers.com and, AFCV Holdings, LLC ("AFCV"), a portfolio company of Summit Partners L. P., a private equity fund ("Summit"), have agreed to the merger of Answers.com and A-Team Acquisition Sub, Inc. ("Merger Sub") under the terms of the merger agreement described in this document. We have attached the merger agreement as Annex A to this document. We encourage you to read the merger agreement carefully in its entirety because it is the legal document that governs the merger and related matters.

Under the terms of the merger agreement, Merger Sub, an indirect wholly-owned subsidiary of AFCV, will merge with and into Answers.com, and the separate corporate existence of Merger Sub will cease and Answers.com will be the surviving corporation.

The merger is subject to customary closing conditions, including adoption of the merger agreement by the stockholders of Answers.com.

Treatment of Answers.com Capital Stock, Options and Warrants (see page 55 of this document)

At the effective time of the merger, the capital stock and other securities of Answers.com will be treated as follows (except for shares held by our stockholders who do not vote in favor of adoption of the merger agreement and properly perfect the holder's appraisal rights under Delaware law):

Answers.com common stockholders will receive $10.50 in cash, without interest, and less any applicable withholding taxes, in exchange for each share of Answers.com common stock owned and outstanding at the effective time of the merger.

Holders of Series A convertible preferred stock of Answers.com (the "Series A stock") will receive an amount in cash, without interest, in exchange for each share of Series A stock owned and outstanding at the effective time of the merger equal to $10.50 multiplied by (A) the stated value of $101.76 plus accrued but unpaid dividends thereon accrued daily at the rate of six percent (6%) per annum, calculated from the date on which the last regular quarterly dividend is paid in respect of the Series A stock to the effective time of the merger divided by (B) $4.50, and less any applicable withholding taxes.

Holders of Series B convertible preferred stock of Answers.com (the "Series B stock") will receive an amount in cash, without interest, in exchange for each share of Series B stock owned and outstanding at the effective time of the merger equal to $10.50 multiplied by (A) the stated value of $100.00 plus accrued but unpaid dividends thereon accrued daily at the rate of six percent (6%) per annum, calculated from the date on which the last regular quarterly dividend is paid in respect of the Series B stock to the effective time of the merger divided by (B) $5.50, and less any applicable withholding taxes.

1

The holders of vested options to purchase Answers.com common stock will receive an amount in cash equal to the excess, if any, of (A) $10.50 multiplied by the number of shares underlying such options, over (B) the aggregate exercise price of such options, without interest and less any deductions and required withholding taxes, as applicable. All unvested options to acquire Answers.com common stock outstanding immediately prior to the effective time of the merger will no longer constitute the right to acquire Answers.com common stock. Instead, with respect to unvested options not held by our non-employee directors, on each date on which a portion of such unvested stock options would have become vested and exercisable, provided that such holder is still employed by the surviving corporation under the merger on such date, such holder will receive an amount in cash equal to the excess, if any, of $10.50 multiplied by the number of shares underlying such stock options which become vested on such date over the aggregate exercise price of such vested stock options, without interest and less any deductions and required withholding taxes, as applicable. Each unvested option outstanding immediately prior to the effective time of the merger which is held by one of our non-employee directors will be accelerated and treated as a vested option in the merger. In addition, fifty percent of each of our executive officers' respective unvested options will accelerate upon consummation of the merger, and if any such executive officer is terminated within 12 months following the merger, his remaining unvested options, at the time of termination, will become immediately vested.

Each warrant to purchase shares of Company common stock that is issued and outstanding immediately prior to the effective time of the merger will be fully exercised prior to the effective time or terminated at the effective time. Following the closing, the holder of any such terminated warrant will be entitled to receive an amount in cash equal to the product of (A) the number of shares issuable upon exercise of such warrant, multiplied by (B) an amount equal to the excess, if any, of $10.50 less the per share exercise price for such warrant, without interest, subject to withholding taxes.

Recommendations of the Answers.com Board of Directors to Stockholders (see page 31 of this document)

After careful consideration and consultation with its financial and legal advisors, our board of directors has determined that the merger and the merger agreement is fair to, and in the best interests of, Answers.com and its stockholders, and declared the merger to be advisable. Our board of directors recommends that Answers.com stockholders vote "FOR" the proposal to adopt the merger agreement. Our board of directors also recommends that Answers.com stockholders vote "FOR" any proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adoption of the merger agreement.

For the factors considered by the Answers.com board of directors in reaching its decision to approve the merger agreement and the merger, see "The Merger — Recommendations of the Answers.com Board of Directors" beginning on page 31 of this document and "The Merger — Answers.com's Reasons for the Merger" beginning on page 31 of this document.

Opinion of the Financial Advisor to the Answers.com Board of Directors (see page 36 of this document)

In connection with the merger, the board of directors of Answers.com received a written opinion, dated February 2, 2011, from the Company's financial advisor, UBS Securities LLC ("UBS"), as to the fairness, from a financial point of view and as of the date of such opinion, of the $10.50 per share consideration to be received in the merger by holders of Answers.com common stock. The full text of UBS' written opinion, dated February 2, 2011, is attached to this proxy statement as Annex D.

UBS' opinion was provided for the benefit of the Answers.com board of directors, in its capacity as such, in connection with, and for the purpose of, its evaluation of the $10.50 per share consideration to be received in the merger by holders of Answers.com common stock, and does not address any other aspect of the merger. The opinion does not address the relative merits of the merger as compared to other business strategies or transactions that might

be available with respect to Answers.com or Answers.com's underlying business decision to effect the merger. The opinion does not constitute a recommendation to any stockholder as to how such stockholder should vote or act with respect to the merger. Holders of Answers.com common stock are encouraged to read UBS' opinion carefully in its entirety for a description of the assumptions made, procedures followed, matters considered and limitations on the review undertaken by UBS.

Debt Financing of the Merger (see page 40 of this document)

The merger agreement does not contain any financing condition. However, an affiliate of AFCV (the "borrower") has obtained debt financing commitments from (i) Wells Fargo Bank, National Association ("Wells Fargo") and (ii) Summit Partners Subordinated Debt Fund IV-A, L.P. and Summit Partners Subordinated Debt Fund IV-B, L.P. (collectively, the "Summit lenders", and together with Wells Fargo, the "lenders"), on the terms and conditions set forth in the debt commitment letters each dated February 2, 2011 (collectively, the "debt commitment letters") for the transactions contemplated by the merger agreement. The commitment from Wells Fargo is to provide $50,000,000 in a senior secured term loan facility and the commitment from the Summit lenders is to provide $50,000,000 in exchange for senior subordinated notes. The aggregate commitments of Wells Fargo and the Summit lenders, together with cash of Answers.com expected to be on hand at the time of the merger and other sources of cash available to AFCV, are expected to be sufficient for AFCV and Merger Sub to pay the aggregate merger consideration and all transaction expenses.

The Special Meeting of Answers.com Stockholders (see page 17 of this document)

The special meeting of the Answers.com stockholders will be held on , 2011, at a.m., local time, at the offices of Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036. At the Answers.com special meeting of stockholders, Answers.com stockholders will be asked to vote on a proposal to adopt the merger agreement and, if necessary, to approve a proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adoption of the merger agreement.

Record Date; Stockholders Entitled to Vote (see page 17 of this document)

Stockholders of Answers.com are entitled to vote at the special meeting if they own shares of our capital stock at the close of business on the record date set by our board of directors for the special meeting. As of February 25 , 2011, there were 8,134,602 shares of our common stock, 60,000 shares of Series A stock and 70,000 shares of our Series B stock outstanding. Each holder of our common stock will have one vote at the special meeting for each share of common stock owned at the close of business on the record date. Because each share of Series A stock and each share of Series B stock is voted on an as converted to common stock basis, the holder of a share of Series A stock owned at the close of business on February 25, 2011 would have 22.55 votes per share of Series A stock at the special meeting if the record date for the special meeting was February 25, 2011 , and the holder of a share of Series B stock owned at the close of business on February 25, 2011 would have 19.10 votes per share of Series B stock at the special meeting , if the record date for the special meeting was February 25, 2011.

Required Stockholder Approval for the Merger

Adoption of the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of Answers.com common stock, Series A stock and Series B stock (the Series A stock and the Series B stock, together, the "preferred stock"), voting, in person or by proxy and entitled to vote on the matter, together as a single class on an as converted to common stock basis. If Answers.com stockholders do not adopt the merger agreement, the merger will not be completed. Failure to vote, in person or by proxy, will have the same effect as a vote against the adoption of the merger agreement.

The affirmative vote of the holders of at least a majority of the shares of Answers.com common stock and the preferred stock, voting, in person or by proxy and entitled to vote on the matter, together on an as converted to common stock basis, is required to approve any proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adoption of the merger agreement. Failure to vote, in person or by proxy, will have no effect on the approval of the adjournment proposal.

Brokers or other nominees who hold shares of Answers.com common stock in “street name” for customers who are the beneficial owners of those shares may not give a proxy to vote those customers’ shares with respect to the adoption of the merger agreement or approval of the adjournment proposal in the absence of specific instructions from those customers. Shares held by brokers or other nominees that are not voted due to the absence of instructions from their customers are sometimes referred to as broker “non-votes.” These non-voted shares of Answers.com common stock will not be counted as votes cast or shares voting and will have the same effect as votes “against” the adoption of the merger agreement. Assuming a quorum is present at the special meeting, non-voted shares of Answers.com common stock will have no effect on any proposal to adjourn the special meeting, if necessary, to solicit additional proxies in favor of the adoption of the merger agreement.

In connection with the merger agreement, the holders of our preferred stock, as well as our chief executive officer, solely in their capacities as stockholders, entered into voting agreements with AFCV pursuant to which each of those stockholders agreed, among other things, to vote the shares of our capital stock over which they exercise voting control in favor of adoption of the merger agreement. These stockholders exercise d voting control over an aggregate of 300,960 shares of our common stock, and all of our preferred stock outstanding as of February 25 , 2011, which constitutes approximately 27.3% of the shares of our common stock and preferred stock outstanding on that date, voting together as a single class on an as converted to common stock basis.

Conditions to Completion of the Merger (see page 69 of this document)

Conditions to the Obligations of AFCV and Merger Sub. The obligations of AFCV and Merger Sub to consummate the merger depend upon the satisfaction or waiver, where permitted by the merger agreement, of each of the following conditions:

the Answers.com stockholders, by an affirmative vote, shall have adopted the merger agreement;

no governmental entity shall have enacted any statute, rule or order making the merger illegal or shall have prohibited or prevented the consummation of the merger;

all applicable waiting periods under the HSR Act shall have expired or early termination of those waiting periods shall have been granted;

each of Answers.com's representations and warranties (except those addressing subsidiaries, Answers.com's Israeli subsidiary, Answers.com's capital structure, Answers.com's authority to enter into the merger agreement, any brokers' and finders' fees of Answers.com, the UBS fairness opinion and takeover statutes and rights plans) contained in the merger agreement must be true and correct, both as of the date of the merger agreement and as of the closing date of the merger (subject to certain exceptions), except to the extent that the failure of any of those representations and warranties to be so true and correct does not have, and would not reasonably be expected to have, individually or in the aggregate, a material adverse effect on Answers.com;

each of Answers.com's representations and warranties addressing Answers.com's authority to enter into the merger agreement, any brokers' and finders' fees of Answers.com, the UBS fairness opinion and takeover statutes and rights plans must be true and correct in all material respects, both as of the date of the merger agreement and as of the closing date of the merger (subject to certain exceptions);

Answers.com's representations and warranties relating to its capital structure must be true and correct except to the extent an inaccuracy would result in an increase in the consideration payable by AFCV to the stockholders of Answers.com by 0.5% or more;

Answers.com's representations and warranties relating to subsidiaries and its Israeli subsidiary must be true and correct except to the extent an inaccuracy would not reasonably be expected to have, in the aggregate, more than an insignificant adverse effect on AFCV or Answers.com's ownership or control of Answers.com's Israeli subsidiary (or any other subsidiary of Answers.com) or on the ability of AFCV, Answers.com or subsidiaries of Answers.com to own or control their respective assets or conduct their respective businesses;

Answers.com shall have complied with all of its covenants and obligations under the merger agreement in all material respects and delivered to the other party a certificate to that effect signed by an officer of Answers.com;

Answers.com shall not have suffered any material adverse effect which is continuing as of the closing of the merger and Answers.com shall have delivered to AFCV a certificate to that effect signed by an officer of Answers.com;

there shall be no pending or threatened government litigation challenging or seeking to restrain or prohibit the consummation of the merger, seeking to impose any restraint under applicable antitrust or competition laws, or where an unfavorable judgment has had, or would reasonably be expected to have, a material adverse effect on Answers.com;

immediately prior to the effective time of the merger, Answers.com and its subsidiaries shall have unrestricted cash on hand of at least $25,900,000, less cash expended for certain specified items;

Answers.com shall have delivered to AFCV certain third party consents , which have been obtained by Answers.com ; and

the Israeli Subsidiary shall have received written approval from the Investment Center established under the Israeli Law for the Encouragement of Capital Investment, 5719-1959, as amended (the "Investment Center"), which approval was obtained on February 7, 2011.

Conditions to the Obligations of Answers.com. The obligations of Answers.com to consummate the merger depend upon the satisfaction or waiver, where permitted by the merger agreement, of each of the following conditions:

the Answers.com stockholders, by an affirmative vote, shall have adopted the merger agreement;

no governmental entity shall have enacted any statute, rule or order making the merger illegal or having prohibited or prevented the consummation of the merger;

all applicable waiting periods under the HSR Act shall have expired or early termination of such waiting periods shall have been granted;

each of AFCV and Merger Sub's representations and warranties contained in the merger agreement must be true and correct, both as of the date of the merger agreement and as of the closing date of the merger, except to the extent that the failure of any such representations and warranties to be so true and correct does not prevent AFCV and Merger Sub from consummating the merger in accordance with the terms of the merger agreement and applicable legal requirements; and

AFCV and Merger Sub shall have complied with all of their covenants and obligations under the merger agreement in all material respects and delivered to the other party a certificate to such effect signed by an officer of AFCV.

For the definition of "material adverse effect," see "The Merger Agreement — Representations and Warranties" on page 57 of this document.

Limitation on Answers.com's Ability to Consider Other Acquisition Proposals (see page 66 of this document)

Under the terms of the merger agreement, subject to certain exceptions described below, Answers.com has agreed that it and its subsidiaries will not, nor will they authorize or permit any of their respective officers, directors, employees, affiliates, investment bankers, attorneys, accountants, or other agents, advisors or representatives to, directly or indirectly:

solicit, initiate, seek, knowingly encourage or facilitate, support or induce any inquiry with respect to, or the making, submission or announcement of, any alternative transaction proposal;

participate or otherwise engage in any discussion or negotiations regarding, or furnish to any person any non-public information or grant access to its books, records or personnel with respect to, or take any action to facilitate any inquiring or the making of any proposal that is or may lead to an alternative transaction proposal;

grant any person a waiver or release under any standstill or similar agreement or approve any transaction covered by any such standstill or similar agreement;

approve, endorse or recommend any alternative transaction proposal; or

enter into any letter of intent or any contract or commitment with respect to an alternative transaction proposal.

Under the merger agreement, Answers.com and its subsidiaries, and their respective representatives, are required to cease all activities, discussions or negotiations that may have been ongoing as of the date of the merger agreement with any third parties with respect to any alternative transaction proposal. Further, Answers.com agreed, except as otherwise permitted under the merger agreement and described below, that its board of directors shall not withdraw, amend, qualify or modify its recommendation of the merger agreement and the merger.

Notwithstanding the prohibitions described above, if prior to obtaining Answers.com’s stockholder adoption of the merger agreement, Answers.com receives an unsolicited, bona fide alternative transaction proposal, and, among other things, the Answers.com board of directors determines (after consultation with its outside financial and legal advisors) (i) that the alternative transaction proposal is or is reasonably likely to become a “superior proposal,” and (ii) that it is required to take the following actions in order to comply with its fiduciary obligations to its stockholders under Delaware Law, and provided that Answers.com has given AFCV at least 24 hours’ prior written notice of its intention to take any of the following actions, and has disclosed to AFCV the identity of such third party and the material terms and conditions of such alternative transaction proposal, then Answers.com may:

furnish non-public information to the third party making such alternative transaction proposal under an executed confidentiality agreement, which includes a standstill provision, on terms at least as restrictive as the confidentiality agreement between AFCV and Answers.com and provided that such non-public information be furnished to AFCV; and

engage in discussions or negotiations with the third party with respect to an alternative transaction proposal.

In response to a superior proposal or an “intervening event,” the Answers.com board may change its recommendation to the stockholders of Answers.com with respect to adoption of the merger agreement, if:

in the case of a superior proposal, the proposal has not been withdrawn and continues to be a superior proposal;

approval of the merger agreement by Answers.com’s stockholders has not yet been obtained;

Answers.com has:

- delivered to AFCV written notice at least three business days prior to publicly changing its recommendation and provided to AFCV certain information regarding the superior proposal or intervening event;

- provided to AFCV all materials and information delivered to the third party making the superior proposal; and

- during this three business day period, if requested by AFCV, engaged in good faith negotiations to amend the merger agreement in such a manner that the superior proposal would no longer be a superior proposal or, in the case of an intervening event, which obviates the need for a change of recommendation to comply with its fiduciary obligations to Answers.com's stockholders under Delaware law;

AFCV has not, within the aforementioned three business day period, made an offer in writing such that the Answers.com board of directors has in good faith determined that the superior proposal is no longer a superior proposal or, in the case of an intervening event, which obviates the need for the Answers.com board to change its recommendation to comply with its fiduciary obligations to Answers.com stockholders under Delaware law;

the board has concluded, after consultation with its outside legal counsel, that in light of the superior proposal or intervening event, and after considering any adjustments proposed by AFCV, that it is required to change its recommendation to comply with its fiduciary obligations under Delaware Law; and

Answers.com has previously complied with the provisions summarized under this section and under the section entitled "The Merger Agreement — Answers.com Meeting of Stockholders" beginning on page 65 of this document.

Notwithstanding a change in the recommendation of the board, Answers.com remains obligated to hold the special meeting of the stockholders to adopt the merger agreement, unless the merger agreement has been properly terminated.

For the definitions of "alternative transaction proposal" and "superior proposal," see "The Merger Agreement — Limitation on Answers.com's Ability to Consider Other Acquisition Proposals" beginning on page 66 of this document.

Termination of the Merger Agreement (see page 70 of this document)

The merger agreement may be terminated:

by mutual written consent of AFCV and Answers.com;

by either AFCV or Answers.com, if the merger has not been consummated by July 5, 2011, but not by a party whose action or failure to act is the principal cause of or has resulted in the failure of the merger to occur;

by either AFCV or Answers.com, if any legal requirement makes the merger illegal or if any governmental entity issues an order, decree or ruling or takes any other action permanently restraining, enjoining or otherwise prohibiting the merger which is final and nonappealable, but not by a party whose action or failure to act is the principal cause of or resulted in the failure of the merger to occur;

by either AFCV or Answers.com, if the stockholders of Answers.com fail to adopt the merger agreement at the meeting called for that purpose, but not by Answers.com where its action or failure to act is a principal cause of the failure of the stockholders of Answers.com to adopt the merger agreement;

by AFCV, if the board of directors of Answers.com has changed its recommendation with respect to the merger or taken certain other specified actions which are inconsistent with the obligation of the board of directors to recommend the merger, or if Answers.com is in material breach of its obligations under the merger agreement with respect to alternative transaction proposals or its covenant to hold the stockholders meeting;

by Answers.com, as a result of the breach by AFCV of its representations, warranties, covenants or agreements under the merger agreement or if any representation or warranty of AFCV shall have become untrue, such that the

applicable conditions to the merger would not be satisfied, subject to a twenty day cure period;

by AFCV, as a result of the breach by Answers.com of its representations, warranties, covenants or agreements under the merger agreement or if any representation or warranty of Answers.com shall have become untrue, such that the applicable conditions to the merger would not be satisfied, subject to a twenty day cure period;

by AFCV, if a material adverse effect on Answers.com has occurred, subject to a twenty day cure period;

by Answers.com, if the conditions to the merger have been satisfied (other than those that by their terms are satisfied at the closing), Answers.com is ready, willing and able to consummate the merger and has not materially breached any of its representations, warranties, covenants or agreements under the merger agreement, and on July 5, 2011 AFCV has not received the proceeds of its financing; or

by Answers.com, if prior to the stockholders meeting its board of directors has changed its recommendation to the stockholders on account of a superior proposal in accordance with the terms of the merger agreement, it terminates the merger agreement solely to enter into a definitive agreement with respect to the superior proposal, and it concurrently pays to AFCV a termination fee (see below).

Termination Fee and Expenses (see page 71 of this document)

Answers.com is obligated to pay to AFCV a cash termination fee of $4,600,000 if the merger agreement is terminated by AFCV in the event that:

the stockholders of Answers.com fail to adopt the merger agreement and (i) at such time the conditions to AFCV's financing have been or would reasonably be expected to be satisfied, (ii) an alternative transaction proposal has become publicly known and the valuation per share of Answers.com for purposes of the proposal is equal to or greater than the price contemplated by the merger, and (iii) within twelve months following termination of the merger agreement, an alternative transaction proposal is consummated, or Answers.com enters into a letter of intent or any contract or commitment contemplating an alternative transaction proposal which is subsequently consummated;

the board of directors of Answers.com has changed its recommendation with respect to the merger or taken certain other specified actions which are inconsistent with the obligation of the board of directors to recommend the merger, or if Answers.com is in material breach of its obligations under the merger agreement with respect to alternative transaction proposals or its covenant to hold the stockholders meeting; or

either the merger has not been consummated by July 5, 2011 and all conditions to the merger are satisfied other than the conditions relating to the representations, warranties, covenants and agreements of Answers.com, or Answers.com breaches its representations, warranties, covenants or agreements under the merger agreement such that the applicable conditions to the merger would not be satisfied, and (i) an alternative transaction proposal has become publicly known or is known to the board of directors of Answers.com and the valuation per share of Answers.com for purposes of the proposal is equal to or greater than the price contemplated by the merger, and (ii) within twelve months following termination of the merger agreement, an alternative transaction proposal is consummated, or Answers.com enters into a letter of intent or any contract or commitment contemplating an alternative transaction proposal which is subsequently consummated.

Answers.com is also obligated to pay to AFCV a cash termination fee of $4,600,000 if the merger agreement is terminated by Answers.com if, prior to the stockholders meeting, its board of directors changes its recommendation to the stockholders on account of a superior proposal in accordance with the terms of the merger agreement, and it terminates the merger agreement solely to enter into a definitive agreement with respect to the superior proposal.

8

In addition, Answers.com is obligated to pay to AFCV up to $1,000,000 of its reasonable and documented out-of-pocket expenses (A) if the stockholders of Answers.com do not adopt the merger agreement by reason of the willful, knowing and material breach of the merger agreement by Answers.com, (B) if the merger agreement is terminated by AFCV if the board of directors of Answers.com has changed its recommendation with respect to the merger or taken certain other specified actions which are inconsistent with the obligation of the board of directors to recommend the merger or if Answers.com is in material breach of its obligations under the merger agreement with respect to alternative transaction proposals or its covenant to hold the stockholders meeting, or (C) if the merger agreement is terminated by Answers.com, if, prior to the stockholders meeting, its board of directors changes its recommendation to the stockholders on account of a superior proposal in accordance with the terms of the merger agreement, and it terminates the merger agreement solely to enter into a definitive agreement with respect to the superior proposal.

AFCV is obligated to pay to Answers.com a cash termination fee of $7,600,000 if the merger agreement is terminated by Answers.com if (i) the conditions to the merger have been satisfied (other than those that by their terms are satisfied at the closing), (ii) Answers.com is ready, willing and able to consummate the merger and has not materially breached any of its representations, warranties, covenants or agreements under the merger agreement, and (iii) on July 5, 2011 AFCV has not received the proceeds of its financing.

In addition, AFCV is obligated to pay to Answers.com up to $1,000,000 of its reasonable and documented out-of-pocket expenses, upon termination of the merger agreement by Answers.com if AFCV has not received the proceeds of its debt financing by July 5, 2011, but only if the failure of AFCV to have received the proceeds of its financing is due to AFCV’s willful, knowing and material breach of the merger agreement.

Interests of Answers.com Directors and Executive Officers in the Merger (see page 41 of this document)

When considering our board of directors’ recommendation that Answers.com stockholders vote in favor of the proposal to adopt the merger agreement, Answers.com’s stockholders should be aware that our directors and executive officers may have interests in the merger that differ from, or are in addition to, the interests of other Answers.com stockholders. These interests create a potential conflict of interest and may be perceived to have affected their decision to support or approve the merger. Our board of directors was aware of these potential conflicts of interest during its deliberations on the merits of the merger and in making its decisions in approving the merger agreement and the transactions contemplated thereby, including the merger.

These interests include the following:

- indemnification rights and coverage for our officers and directors will continue under existing policies or new directors’ and officers’ liability insurance policies;

- outstanding unvested options held by our non-employee directors will accelerate and be cashed out upon consummation of the merger;

- (a) fifty percent of each of our executive officers unvested options will accelerate upon consummation of the merger, and (b) if any such executive officer is terminated within 12 months following the merger, his remaining unvested options, at the time of termination, will become immediately vested;

- certain of our executive officers, pursuant to the terms of their employment agreements, will be entitled to receive an additional month's notice prior to termination, if termination occurs within 12 months following the merger;

- all of our executive officers will be entitled to receive change of control bonuses upon the consummation of the merger pursuant to "single-trigger" change of control arrangements; and

- two of our directors, Thomas Dyal and Allen Beasley, are partners of the venture capital fund Redpoint Ventures ("Redpoint") and were appointed to our board of directors by affiliates of Redpoint which hold preferred stock.

See the section entitled "The Merger — Interests of our Directors and Executive Officers in the Merger" beginning on page 41 of this document.

Regulatory Matters (see page 50 of this document)

The Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), prohibits us from completing the merger until we have furnished required information and materials to the Antitrust Division of the Department of Justice (the "DOJ") and the Federal Trade Commission (the "FTC"), and the required waiting period has ended or been early terminated. On February 17 , 2011, certain affiliates of AFCV and Answers.com made the required filings concerning the merger with the DOJ and the FTC under the HSR Act.

The change in the composition of our stockholders in connection with the merger requires the approval of the Investment Center. The approval of the Investment Center in connection with the merger is a condition to completion of the merger, which approval was obtained on February 7, 2011.

Material U.S. Federal Income Tax Consequences (see page 48 of this document)

The exchange of shares of Answers.com common stock and preferred stock for cash in the merger will be a taxable transaction to our stockholders for U.S. federal income tax purposes. In general, a U.S. Holder (as defined below) who receives cash for shares of Answers.com common stock and preferred stock pursuant to the merger will recognize gain or loss equal to the difference, if any, between the amount of cash received and the holder's adjusted tax basis in the shares of Answers.com common stock and preferred stock. See "Certain Material U.S. Federal Income Tax Consequences" beginning on page 10 for more information regarding the U.S. federal income tax consequences of the merger to holders of shares of Answers.com common stock and preferred stock. Because individual circumstances may differ, we urge holders of Answers.com common stock and preferred stock to consult their tax advisors for a complete analysis of the effect of the merger on their U.S. federal, state and local and/or non−U.S. taxes.

Appraisal Rights (see page 44 of this document)

Under Delaware law, if an Answers.com stockholder does not wish to receive the cash consideration for each share of Answers.com stock payable in the merger, that stockholder's may seek, under Section 262 of the General Corporation Law of the State of Delaware, judicial appraisal of the fair value of that stockholder shares by the Delaware Court of Chancery, subject to the satisfaction of the requirements for exercising and perfecting those rights. This value could be more than, less than or equal to the value of the merger consideration provided for in the merger agreement. This right to appraisal is subject to a number of restrictions and technical requirements discussed in greater detail on page 19 of this document.

Delisting and Deregistration of Answers.com common stock (see page 51 of this document)

If the merger is completed, Answers.com's common stock will be delisted from The NASDAQ Capital Market and deregistered under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Thereafter, the provisions of the Exchange Act will no longer apply to us, including the requirements to file periodic reports with the SEC and to furnish a proxy or information statement to our stockholders in connection with meetings of our stockholders.

Exchange Agent

American Stock Transfer & Trust Company, LLC will act as the exchange agent in connection with the merger.

Legal Proceedings Regarding the Merger (see page 52 of this document)

Between February 4, 2011 and February 11, 2011, six separate and substantially identical purported stockholder class action complaints were filed in the Supreme Court of New York in New York County, State of New York and the Court of Chancery in the State of Delaware, naming as defendants Answers.com, all the members of the Answers.com board of directors, AFCV, and certain other defendants. The plaintiffs generally allege that, in connection with the approval of the merger agreement, the members of the Answers.com board of directors breached their fiduciary duties owed to Answers.com stockholders by, among other things, failing to take steps to maximize the value of Answers.com to its stockholders and because the merger price of $10.50 per share allegedly does not reflect the true value of Answers.com stock. The plaintiffs further allege that AFCV and certain of the other defendants, aided and abetted the members of the Answers.com board of directors in the alleged breaches of their fiduciary duties. The plaintiffs seek among other things an order enjoining the members of the Answers.com board of directors from consummating the transactions contemplated by the merger agreement, and damages and attorneys' fees. The outcome in these lawsuits could have an impact on the consummation of the merger. Answers.com and the other defendant parties intend to defend these lawsuits vigorously and believe them to have no merit.

10

QUESTIONS & ANSWERS ABOUT THE MERGER

The following questions and answers are intended to address briefly some commonly asked questions about the merger, the merger agreement and the special meeting. These questions and answers may not address all questions that are important to you as a stockholder of Answers.com. Please refer to the "Summary Term Sheet" and the more detailed information contained elsewhere in this proxy statement, including in its annexes, all of which you should read carefully in their entirety. See also "Where You Can Find More Information" beginning on page 76.

Throughout this proxy statement, all references to the "Company," "Answers.com," "we," "us," and "our" refer to Answers Corporation and its subsidiary, unless otherwise indicated or the context otherwise requires.

Q: Why am I receiving this document?

A: Answers.com, AFCV and Merger Sub, an indirect wholly-owned subsidiary of AFCV, have agreed to effectuate the merger of Merger Sub with and into Answers.com under the terms of the merger agreement that is described in this document. A copy of the merger agreement is attached to this document as Annex A. You should carefully read the merger agreement in its entirety.

In order for the merger to be completed, Answers.com stockholders holding at least a majority of the outstanding shares of our common stock and preferred stock, voting, in person or by proxy and entitled to vote on the matter, together as a single class on an as converted to common stock basis, must vote to adopt the merger agreement. Because the vote is based on the number of shares outstanding rather than the number of votes cast, failure to vote your shares and abstentions will have the same effect as voting against the approval and adoption of the merger agreement.

We will hold a special meeting of stockholders to seek this approval. This document contains important information about the merger and the special meeting of stockholders.

Your vote is important regardless of the number of shares you hold. We encourage you to vote as soon as possible. The enclosed voting materials allow you to vote your shares without attending the special meeting of stockholders in person.

For specific information regarding the merger agreement, see "The Merger Agreement" beginning on page 54 of this document.

Q When and where is the special meeting of our stockholders?

The special meeting of Answers.com stockholders will be held on , 2011, at a.m., local time, at the offices of Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036.

Q: Who is entitled to vote at the special meeting?

Only record holders of Answers.com common stock, the Series A stock and the Series B stock at the close of business on , 2011, are entitled to receive notice of, and will be entitled to vote at, the special meeting, including any adjournments or postponements of the special meeting.

Q: What will happen in the merger?

A: Answers.com will be acquired by AFCV in a cash merger transaction. At the closing, Answers.com will become a wholly-owned subsidiary of AFCV. As a result, shares of Answers.com common stock will no longer be listed on any stock exchange, including The NASDAQ Capital Market, and will be deregistered under the Exchange Act.

Q: What will an Answers.com stockholder receive if the merger occurs?

A: Answers.com common stockholders will receive $10.50 in cash, without interest, less any applicable withholding taxes, in exchange for each share of Answers.com common stock owned and outstanding at the effective time of the merger, unless the holder thereof does not vote in favor of adoption of the merger agreement and properly perfects the holder's appraisal rights under Delaware law.

In accordance with the Certificate of Designations, Numbers, Voting Powers, Preferences and Rights of the Series A stock, holders of Series A stock will receive an amount in cash without interest for each share owned equal to $10.50 multiplied by (A) the stated value of $101.76 plus accrued but unpaid dividends thereon accrued daily at the rate of 6% per annum calculated from the date on which the last regular quarterly dividend is paid in respect of the Series A stock to the effective time of the merger, divided by (B) $4.50.

In accordance with the Certificate of Designations, Numbers, Voting Powers, Preferences and Rights of the Series B stock, holders of Series B stock will receive an amount in cash without interest for each share owned equal to $10.50 multiplied by (A) the stated value of $100.00 plus accrued but unpaid dividends thereon accrued daily at the rate of 6% per annum calculated from the date on which the last regularly quarterly dividend is paid in respect of the Series B stock to the effective time of the merger, divided by (B) $5.50.

Q: Will I have appraisal rights if I dissent from the merger?

A: Yes. Under the Delaware General Corporation Law, you have the right to seek appraisal of the fair market value of your shares, as determined by the Delaware Court of Chancery, if the merger is completed, but only if (a) you do not vote in favor of adoption of the merger agreement, (b) you deliver a written demand for appraisal (as described elsewhere in this proxy statement) and (c) you continuously hold through the effective time of the merger the shares for which you demand appraisal. See " The Merger — Appraisal Rights" beginning on page 44 of this document for a more detailed discussion of appraisal rights and the text of Section 262 of the Delaware General Corporation Law attached as Annex B to this proxy statement.

Q: What constitutes a quorum at the special meeting?

A: A quorum at the special meeting shall consist of a majority of the shares entitled to vote at the special meeting of Answers.com stockholders.

Q: What vote of Answers.com stockholders is required to adopt the merger agreement?

A: Approval of the proposal to adopt the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of Answers.com common stock and preferred stock, voting, in person or by

proxy and entitled to vote on the matter, together as a single class on an as converted to common stock basis, outstanding as of the record date for the special meeting.

Answers.com and AFCV have entered into voting agreements with (i) Robert Rosenschein, Answers.com's chief executive officer, and (ii) certain affiliates of Redpoint, which stockholders together exercise d voting control of approximately 27.3% of the Answers.com common stock and preferred stock outstanding, voting together as a single class on an as converted to common stock basis, as of February 25 , 2011. Under these voting agreements, Mr. Rosenschein and Redpoint's affiliates have agreed, among other things, to vote their shares in favor of the proposal to adopt the merger agreement. See " The Voting Agreements" beginning on page 72 of this document for a more detailed discussion of the voting agreements with Mr. Rosenschein and Redpoint's affiliates. The voting agreements are attached as Annexes C-1 and C-2, respectively, to this proxy statement.

Q: What vote of Answers.com stockholders is required to approve any proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adoption of the merger agreement?

A: Approval of the proposal to adjourn the special meeting to solicit additional proxies if there are not sufficient votes in favor of the adoption of the merger agreement requires the affirmative vote of the holders of at least a majority of the shares of Answers.com common stock and preferred stock entitled to vote on the matter, voting together as a single class on an as converted to common stock basis, and present in person or by properly executed proxy at the special meeting.

Q: How does the board of directors of Answers.com recommend that I vote?

A: After careful consideration and consultation with its financial and legal advisors, the Answers.com board of directors has unanimously determined that the merger is advisable, fair to, and in the best interests of Answers.com and its stockholders, and approved the merger agreement and the transactions contemplated thereby, including the merger. Our board of directors recommends that Answers.com stockholders vote "FOR" the proposal to adopt the merger agreement. Our board of directors also recommends that Answers.com stockholders vote "FOR" any proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adoption of the merger agreement.

See "The Merger — Recommendations of the Answers.com Board of Directors" beginning on page 31 of this document for a more detailed discussion of the recommendation of the Answers.com board of directors.

Q: What do I need to do now?

A: We urge you to read this proxy statement, including its annexes, carefully and in its entirety and consider how the merger will affect you. If you are a stockholder of record, you can ensure your shares are voted at the special meeting by completing, dating, signing and returning the enclosed proxy card in the enclosed prepaid envelope or by voting through the Internet or by telephone. If you hold your shares in "street name," you can ensure that your shares are voted at the special meeting by instructing your broker, bank or other nominee how to vote, as discussed below. DO NOT return your stock certificate(s) with your proxy card.

Q: How do I cast my vote?

A: If you are the record owner of your shares of Answers.com common stock or preferred stock, you may vote by:

Internet using the Internet voting instructions printed on your proxy card;

telephone using the telephone number printed on your proxy card;

signing and dating each proxy card you receive and returning it in the enclosed prepaid envelope; or

attending the special meeting and voting in person, as more fully described below.

If you hold your shares in "street name," you should follow the procedures provided by your broker, bank or other nominee.

If you return your signed proxy card, but do not mark the boxes showing how you wish to vote, your shares will be voted "FOR" the adoption of the merger agreement.

Q: What if I do not vote?

A: An abstention from voting or a broker non-vote will have the effect of a vote against the merger proposal but will not have any effect on any proposal to adjourn the special meeting.

Q: If my broker, bank or other nominee holds my shares in "street name," will they vote my shares?

A: Yes, but only if you instruct your broker, bank or other nominee how to vote your shares. You should follow the procedures provided by your broker, bank or other nominee regarding the voting of your shares. If you do not provide instruction on how to vote your shares, your shares will not be voted and the effect will be the same as a vote by you against the adoption of the merger agreement, but will not have an effect on any proposal to adjourn the special meeting. We urge you to contact your broker, bank or other nominee promptly to ensure that your vote is counted.

Q: May I attend the special meeting and vote in person?

A: Yes. All stockholders as of the record date may attend the special meeting and vote in person. If your shares of our common stock are held in "street name," you must obtain a legal proxy from your broker, bank or other nominee and bring your statement evidencing your beneficial ownership of our common stock in order to attend the special meeting and vote in person.

Whether or not you plan to attend the special meeting, please submit your proxy or voting instructions through the Internet or by telephone or complete, date, sign and return, as promptly as possible, the enclosed proxy card or voting instructions in the enclosed prepaid envelope.

Q: Can I change my vote after I have delivered my proxy?

A: Yes, if you submit your proxy through the Internet or by telephone or mail, you may revoke your proxy at any time before the vote is taken at the special meeting in any of the following ways:

granting a proxy through the Internet or by telephone after the date of your original proxy and before the deadlines for voting included on your proxy card;

submitting a later-dated proxy by mail before your earlier-dated proxy is voted at the special meeting;

giving written notice of the revocation of your proxy to our Corporate Secretary at 237 West 35th Street, Suite 1101, New York, NY 10001, that is actually received by our Corporate Secretary prior to the special meeting; or

voting in person at the special meeting.

Your attendance in person at the special meeting alone does not automatically revoke your proxy. If you have instructed your broker, bank or other nominee to vote your shares, the above-described options for revoking your proxy do not apply. Instead, you must follow the directions provided by your broker, bank or other nominee to change your vote.

Q: Do any of Answers.com's directors or officers have interests in the merger that may differ from those of other Answers.com stockholders?

A: Yes, you should read "The Merger — Interests of Answers.com Directors and Executive Officers in the Merger" beginning on page 41 of this document for a more detailed discussion of these interests.

Q: What happens if I sell my shares before the special meeting?

A: The record date of the special meeting is earlier than the special meeting and the date that the merger is expected to be consummated. If you transfer your shares of Answers.com stock after the record date but before the special meeting, you will retain your right to vote at the special meeting, but you will have transferred the right to receive the merger consideration to be

received by our stockholders in the merger. In order to receive the merger consideration, you must hold your shares through the consummation of the merger.

Q: Should I send in my stock certificates now?

A: No. After the merger is completed you will receive written instructions from the exchange agent on how to exchange your stock certificates for the merger consideration. If your shares of Answers.com com stock are represented by stock certificates, please do not send in your stock certificates with your proxy.

Q: When do you expect the merger to be completed?

A: We are working toward completing the merger as quickly as practicable after the special meeting of stockholders and currently expect to complete the merger in the second calendar quarter of 2011. In addition to obtaining stockholder approval, we must satisfy all other closing conditions contained in the merger agreement, including the expiration or termination of applicable regulatory waiting periods under the HSR Act. We cannot predict the exact timing of the completion of the merger.

Q: What are the material U.S. federal income tax consequences of the merger?

A: If you are a U.S. holder of our common stock and preferred stock, the receipt of cash by you in exchange for your shares of Answers.com common stock and preferred stock in the merger generally will be a taxable transaction to you for U.S. federal income tax purposes. If you are a non-U.S. holder of our common stock and preferred stock, the receipt of cash by you in exchange for your shares of Answers.com common stock and preferred stock in the merger generally will not be a taxable transaction to you for U.S. federal income tax purposes unless you have certain connections with the United States, but may be a taxable transaction to you under applicable foreign tax laws. See "The Merger — Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 48 of this document for a more detailed discussion of the U.S. federal income tax consequences of the merger to holders of Answers.com common stock and preferred stock. The tax consequences of the merger to our stockholders may vary depending upon the particular circumstances of each stockholder. You should consult your own tax advisor as to the tax consequences to you of the merger, including the consequences under any applicable state, local, foreign or other tax laws.

Q: What are the material Israeli tax consequences of the merger?

A: Absent receipt of the ruling or exemption discussed below, Answers.com stockholders will generally be subject to Israeli withholding tax at the rate of 20% (for individuals) and 25% (for corporations) on the gross consideration received in the merger. Following the execution of the merger agreement, Answers.com filed a request for tax rulings from the Israeli Tax Authority with respect to the withholding tax applicable to payments of consideration in the merger to Answers.com stockholders and optionholders. See "The Merger — Material Israeli Tax Consequences of the Merger" beginning on page 50 of this document for a more detailed discussion of the Israeli tax consequences of the merger to holders of Answers.com common stock and preferred stock. The tax consequences of the merger to our stockholders may vary depending upon the particular circumstances of each stockholder. You should consult your own tax advisor as to the tax consequences to you of the merger, including the consequences under any applicable state, local, foreign or other tax laws.

Q: Who is paying for this proxy solicitation?

A: This solicitation is made on behalf of the Answers.com board of directors, and Answers.com will pay the costs of soliciting and obtaining the proxies, including the cost of reimbursing banks, brokers and other custodians, nominees and fiduciaries, for forwarding proxy materials to their principals. Proxies may be solicited, without extra compensation, by Answers.com's officers, directors and employees by mail, telephone, fax, personal interviews or other methods of communication. Answers.com has engaged Okapi Partners LLC ("Okapi Partners") to assist it in the distribution and solicitation of proxies. Answers.com estimates that it will pay Okapi Partners fees of approximately $30,000 for its services and will reimburse Okapi Partners for reasonable out-of-pocket expenses.

Q: Who can help answer my questions?

A: If you have additional questions about the matters described in this document or how to submit your proxy, or if you need additional copies of this document, you should contact our proxy solicitor, Okapi Partners:

Okapi Partners LLC
437 Madison Avenue, 28th Floor
New York, NY 10022
Telephone: (877) 796-5274 (toll-free for stockholders)
Email: info@okapipartners.com

You may also obtain additional information about Answers.com from documents filed with the Securities and Exchange Commission by following the instructions in the section entitled "Where You Can Find More Information" beginning on page 76 of this document.

Neither the Securities and Exchange Commission nor any state securities regulatory agency has approved or disapproved the merger, passed upon the merits or fairness of the merger agreement or the transactions contemplated thereby, including the merger, or passed upon the adequacy or accuracy of the information contained in this document. Any representation to the contrary is a criminal offense.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement, and the documents to which we refer you in this proxy statement, contain "forward-looking statements," as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that reflect our current views as to future events and financial performance with respect to our operations, the expected completion and timing of the merger and other information relating to the merger. These statements can be identified by the fact that they do not relate strictly to historical or current facts. There are forward-looking statements throughout this proxy statement, including, among others, under the headings "Summary Term Sheet," "The Merger," "The Merger — Answers.com's Reasons for the Merger" and "The Merger — Opinion the Financial Advisor to the Answers.com Board of Directors" and in statements containing words such as "anticipate," "estimate," "expect," "will be," "will continue," "likely to become," "intend," "plan," "believe" and other similar expressions. should be aware that forward-looking statements involve known and unknown risks and uncertainties. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that the results or developments we anticipate will be realized, or even if realized, that they will have the expected effects on our business or operations or on the merger and related transactions. These forward-looking statements speak only as of the date on which the statements were made and we undertake no obligation to update or revise any forward-looking statements made in this proxy statement or elsewhere as a result of new information, future events or otherwise, except as required by law. In addition to other factors and matters contained in or incorporated by reference in this document, we believe the following factors could cause actual results to differ materially from those discussed in the forward-looking statements and other factors and matters which we believe could cause actual results to differ materially from the forward-looking statements in our current filings:

- the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement;
- the inability to complete the merger due to the failure to obtain stockholder approval or the failure to satisfy other conditions to consummation of the merger;
- the failure of the merger to close for any other reason;
- the effect of the announcement of the merger on our user and partner relationships, operating results and business generally;
- the risk that the merger disrupts our current plans and operations, and limits our ability to respond effectively to competitive pressures, industry developments and future opportunities;
- the amount of the costs, fees, expenses and charges related to the merger;
- actual and potential litigation relating to the merger;
- our ability to meet any of our internal financial forecasts, including those described under "The Merger — Provision of Certain Financial Forecasts" beginning on page 30 of this document; and
- other risks and uncertainties detailed in our current filings with the SEC, including our most recent filings on Forms 10-K, 10-Q and 8-K.

You can obtain copies of our Forms 10-K, 10-Q and 8-K and our other filings for free at the SEC website at www.sec.gov or from commercial document retrieval services.

The term “Answers.com” used in this document is a trademark of Answers Corporation.

SPECIAL MEETING OF STOCKHOLDERS OF ANSWERS CORPORATION

Date, Time and Place of Meeting

The accompanying proxy is solicited by the board of directors of Answers.com for use at the special meeting of stockholders to be held on , 2011, at a.m., local time, at the offices of Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036.

These proxy solicitation materials were mailed on or about , 2011 to all stockholders entitled to vote at the special meeting.

Record Date; Shares Entitled to Vote; Outstanding Shares

The Answers.com board of directors has fixed the close of business on , 2011 as the record date for determining the stockholders of Answers.com entitled to notice of, and to vote at, the special meeting of stockholders or any adjournment thereof. Only Answers.com stockholders of record at the close of business on the record date will be entitled to notice of, and to vote at, the special meeting of stockholders or any adjournments thereof. As of February 25 , 2011, there were 8,134,602 shares of Answers.com common stock, 60,000 shares of Series A stock (convertible into 1,412,991 shares of common stock) and 70,000 shares of Series B stock (convertible into 1,337,165 shares of common stock) issued and outstanding and expected to be entitled to vote at the Answers.com special meeting of stockholders. Answers.com common stockholders will have one vote for each share of Answers.com common stock that they owned on the record date. Answers.com preferred stockholders will have the number of votes, which is equal to the number of shares of common stock into which the shares of preferred stock could have been converted on the record date.

The list of stockholders entitled to vote at the special meeting will be available for inspection at our principal executive offices located at 237 West 35th Street, Suite 1101, New York, NY 10001, during ordinary business hours at least 10 days before the special meeting.

Purpose of the Special Meeting of Stockholders

At the special meeting of stockholders, our stockholders will be asked to:

1. Consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of February 2, 2011, by and among the Company, AFCV and Merger Sub; and

2. Consider and vote on a proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement.

Recommendations of our Board of Directors

After careful consideration and consultation with its financial and legal advisors, our board of directors has unanimously determined that the merger is advisable, fair to, and in the best interests of Answers.com and its stockholders, and approved the merger agreement and the transactions contemplated thereby, including the merger. Our board of directors recommends that Answers.com stockholders vote “FOR” the proposal to adopt the merger agreement and “FOR” the adjournment proposal, if necessary. See “ The Merger — Recommendations of the Answers.com Board of Directors” beginning on page 31 of this document for a more detailed discussion of the recommendations of the Answers.com board of directors.

If your submitted proxy does not specify how you want to vote your shares, your shares will be voted “FOR” the proposal to adopt the merger agreement and “FOR” any proposal by our board of directors to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adoption of the merger agreement.

Your vote is important regardless of the number of shares you hold. Accordingly, please sign, date and return the enclosed proxy card as soon as possible whether or not you plan to attend the Answers.com special meeting of stockholders in person.

Quorum; Abstentions; Broker Non-Votes

There must be a quorum for the special meeting of stockholders to be held. The holders of at least a majority of the issued and outstanding Answers.com common stock and preferred stock, voting, in person or by proxy and entitled to vote on the matter, together as a single class on an as converted to common stock basis, will constitute a quorum for the purpose of transacting business at the special meeting of stockholders. Only Answers.com stockholders of record on the record date will be entitled to vote at the special meeting of stockholders. All shares of Answers.com common stock and preferred stock, voting, in person or by proxy and entitled to vote on the matter, together as a single class on an as converted to common stock basis, represented at the special meeting of stockholders, but not voting, including broker non-votes and abstentions, will be counted as present for purpose of determining the presence or absence of a quorum but will not be counted as having been voted on any proposal.

Broker non-votes result from shares held of record by brokers, banks or nominees which are not voted due to the failure of the beneficial owners of those shares to provide voting instructions as to certain non-routine matters, such as a merger proposal, as to which such brokers, banks or nominees may not vote on a discretionary basis. Consequently, an abstention from voting or a broker non-vote will have the effect of a vote against the proposal to adopt the merger agreement but will not have any effect on any proposal to adjourn the special meeting.

Votes Required

Approval of the proposal to adopt the merger agreement requires the affirmative vote of at least a majority of the outstanding shares of Answers.com common stock and preferred stock, voting, in person or by proxy and entitled to vote on the matter, together as a single class on an as converted to common stock basis. The merger will not be completed unless Answers.com stockholders approve the proposal to adopt the merger agreement.

The affirmative vote of the holders of a majority of the shares of Answers.com common stock and preferred stock, voting, in person or by proxy and entitled to vote on the matter, together as a single class on an as converted to common stock basis whether or not a quorum is present, is required to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adoption of the merger agreement.

Solicitation of Proxies

This solicitation is made on behalf of the Answers.com board of directors, and Answers.com will pay the costs of soliciting and obtaining the proxies, including the cost of reimbursing banks, brokers and other custodians, nominees and fiduciaries, for forwarding proxy materials to their principals. Proxies may be solicited, without extra compensation, by Answers.com's officers, directors and employees by mail, telephone, fax, personal interviews or other methods of communication. Answers.com has engaged Okapi Partners to assist it in the distribution and solicitation of proxies. Answers.com estimates that it will pay Okapi Partners fees of approximately $30,000 for its services and will reimburse Okapi Partners for reasonable out-of-pocket expenses.

Voting; Proxies and Revocation

You may vote in person or by proxy at the special meeting. If you plan to attend the special meeting and wish to vote in person, you will be given a ballot at the special meeting. Please note, however, that, if your shares are held in "street name," which means your shares are held of record by a broker, bank or other nominee, and you wish to vote in person at the special meeting, you must bring to the special meeting (a) a legal proxy from the record holder of the shares (your broker, bank or nominee) authorizing you to vote at the special meeting and (b) your statement evidencing your beneficial ownership of our common stock or preferred stock.

If you do not wish to attend the special meeting and you are a record holder, you may submit your proxy by completing, dating, signing and returning the enclosed proxy card in the enclosed postage-paid envelope or otherwise mail it to Okapi Partners. In addition, you may submit your proxy by telephone or through the Internet. You must have the enclosed proxy card available, and follow the instructions on the proxy card, in order to submit a proxy by the Internet or telephone. If you submit a proxy through the Internet, by telephone or by returning a signed proxy card by mail, your shares will be voted at the special meeting as you indicate on your proxy card or by such other method. If you sign your proxy card without indicating your vote, your shares will be voted "FOR" the adoption of the merger agreement and "FOR" any proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes at the time of the special meeting to adopt the merger agreement.

If you do not wish to attend the special meeting in person and your shares are held in "street name," you should instruct your broker, bank or other nominee how to vote your shares using the voting instruction form furnished by your broker, bank or other nominee.

Proxies received at any time before the special meeting and not revoked or superseded before being voted will be voted at the special meeting. If you submit your proxy through the Internet, by telephone or by mail, you may revoke your proxy at any time before the vote is taken at the special meeting in any of the following ways:

granting a proxy through the Internet or by telephone after the date of your original proxy and before the deadlines for voting included on your proxy card;

submitting a later-dated proxy by mail before your earlier-dated proxy is voted at the special meeting;

giving written notice of the revocation of your proxy to our Corporate Secretary at 237 West 35th Street, Suite 1101, New York, NY 10001, that is actually received by our Corporate Secretary prior to the special meeting; or

voting in person at the special meeting.

Your attendance in person at the special meeting does not alone automatically revoke your proxy. If you have instructed your broker, bank or other nominee how to vote your shares, the above-described options for revoking your proxy do not apply. Instead, you must follow the directions provided by your broker, bank or other nominee to change your vote.

Voting Agreements

As an inducement for AFCV and Merger Sub to enter into the merger agreement, (i) Mr. Rosenschein and (ii) Redpoint's affiliates which hold preferred shares, have each entered into a voting agreement, including an irrevocable proxy, with Answers.com and AFCV. Mr. Rosenschein entered into his voting agreement solely in his capacity as a stockholder of Answers.com and not in his capacity as a director or officer of Answers.com. The voting agreements provide, among other things, that the stockholders party thereto will vote (or cause to be voted) all of their shares of Answers.com stock (A) in favor of, among other things, the adoption of the merger agreement and (B) against, among other things, any alternative transaction proposal involving Answers.com. These stockholders exercise d voting control over an aggregate of 300,960 shares of our common stock, and all of the preferred stock outstanding as of February 25 , 2011, which constitute d approximately 27.3% of the shares of our common stock and preferred stock outstanding on that date voting together as a single class on an as converted to common stock basis.

See " The Voting Agreements" beginning on page 72 for a more detailed discussion of the voting agreements.

Appraisal Rights

Under Delaware law, if an Answers.com stockholder does not vote for adoption of the merger agreement and complies with the other statutory requirements of the Delaware General Corporation Law, the stockholder may elect to receive, in cash, the judicially determined fair value of the stockholder's shares of Answers.com stock.

See " The Merger – Appraisal Rights" beginning on page 44 for a more detailed discussion of appraisal rights.

THE MERGER

This section of the document describes the principal aspects of the proposed merger. While Answers.com believes that the description of the merger contained in this section covers the material terms of the merger and the related transactions, this summary may not contain all of the information that is important to Answers.com stockholders. You can obtain a more complete understanding of the merger by reading the merger agreement, a copy of which is attached to this document as Annex A. You are encouraged to read the merger agreement and the other annexes to this document carefully and in their entirety.

Parties to the Merger

Answers Corporation

Answers Corporation, a Delaware corporation, which we refer to as "Answers.com," owns and operates the Internet website Answers.com, a leading Q&A web site. The Answers.com website is a community-generated social knowledge Q&A platform, leveraging wiki-based technologies. Through the contributions of its large and growing community, answers are improved and updated over time. The award-winning Answers.com website also includes content on millions of topics from over 250 licensed dictionaries and encyclopedias from leading publishers, including Houghton Mifflin, Barron's and Encyclopedia Britannica. The site supports English, French, Italian, German, Spanish, and Tagalog (Filipino). Answers.com's principal executive offices are located at 237 West 35th Street, Suite 1101, New York, NY 10001 and its telephone number is (646) 502-4777.

AFCV Holdings, LLC

AFCV Holdings, LLC, a Delaware limited liability company, which we refer to as "AFCV," was established in 2007 to build, acquire, and operate a broad range of independent Internet technologies, businesses, and resources that connect consumers seeking advice with the most relevant and comprehensive content from both experts and consumer communities. Equity investors in AFCV affiliated with Summit hold a majority voting interest in AFCV (which we refer to collectively as the "Summit Investors"), and AFCV is a portfolio company of Summit. AFCV's principal executive offices are located at 6665 Delmar, Suite 3000, St. Louis, MO 63130 and its telephone number is (314) 664-2010.

A-Team Acquisition Sub, Inc.

A-Team Acquisition Sub, Inc., which we refer to as "Merger Sub," is a Delaware corporation and an indirect wholly -owned subsidiary of AFCV. Merger Sub was formed solely for the purpose of entering into the merger agreement and consummating the transactions contemplated by the merger agreement. Merger Sub has not engaged in any business except for activities incident to its incorporation and in connection with the transactions contemplated by the merger agreement. Merger Sub's principal executive offices are located at 6665 Delmar, Suite 3000, St. Louis, MO 63130 and its telephone number is (314) 664-2010.

General Description of the Merger

AFCV has agreed to acquire Answers.com under the terms of an Agreement and Plan of Merger, dated as of February 2, 2011, by and among the Company, AFCV and Merger Sub, which we refer to as the "merger agreement," that is described in this proxy statement and attached as Annex A to this document. Under the merger agreement, Merger Sub will be merged with and into the Company, which will be the surviving entity in the merger. In the merger, holders of our common stock and preferred stock will receive cash in exchange for the shares of our common stock and preferred stock which they hold.

20

Background of the Merger

As part of the ongoing evaluation of Answers.com's business, our board of directors and members of our senior management regularly review and assess opportunities to achieve long-term strategic goals, including, among other things, potential opportunities for business combinations, acquisitions, dispositions and investments, as well as other strategic alternatives. To this end, in July 2005, Answers.com formed a standing Financing Committee, whose purpose is to review and discuss with management financing opportunities that Answers.com is considering, to evaluate the business merits of potential mergers and acquisitions and to provide the board of directors with recommendations as to the terms and conditions of any extraordinary transactions, in consultation with the management team, legal advisors and financial consultants. The Financing Committee currently consists of three of our directors: Mr. Mark Segall, who acts as its chairman, Mr. Allen Beasley and Mr. Yehudah Sternlicht. Mr. Beasley, along with our director, Mr. Thomas Dyal, is a general partner of the venture capital firm Redpoint Ventures, whose affiliates are Answers.com's largest stockholders, and serves as a representative of Redpoint Ventures on our board of directors. Consistent with the responsibilities of the Financing Committee, the members of the Committee have regularly considered and discussed with management and other members of our board of directors possible strategic opportunities for Answers.com as they have arisen. Answers.com has also received from time to time unsolicited expressions of interest in the Company from third parties. Other than the proposed merger, in the last two years, none of these unsolicited expressions of interest have ever resulted in delivery of any specific proposals with respect to a change-of-control transaction to Answers.com, its management or its board of directors.

At the suggestion of Mr. Beasley and Mr. Dyal, in mid-September 2009, Mr. Robert Rosenschein, Answers.com's founder, chairman and chief executive officer, had a preliminary conversation with a potential financial advisor that the Company was considering engaging to discuss possible strategic alternatives for the Company. At the Consumer Electronics Show Conference in Las Vegas, on January 8 and 9, 2010, Mr. Rosenschein met with this potential financial advisor who introduced him to representatives of two entities that had expressed a potential interest in acquiring Answers.com, namely a private equity firm and a major media company. Following these introductions, the media company did not follow up on its expression of interest. However, on February 10, 2010, Mr. Rosenschein, accompanied by Mr. Steve Steinberg, Answers.com's chief financial officer, and Mr. Bruce Smith, Answers.com's chief strategic officer, attended a meeting in New York City with representatives of the private equity firm, to whom they gave a presentation regarding Answers.com's business. Shortly thereafter, the private equity firm indicated that it had no current interest in pursuing an acquisition of Answers.com.

On March 12, 2010, Redpoint Ventures received by e-mail an unsolicited expression of interest from an investment banker from Jefferies & Company, Inc. concerning a possible transaction with AFCV, which, together with its subsidiaries, develops and operates a broad range of consumer Internet technologies. The Summit Investors hold a majority voting interest in AFCV, and AFCV is a portfolio company of Summit. On March 15, 2010, Mr. Beasley and Mr. Dyal had a telephone conference with representatives of Jefferies to explore this opportunity. Jefferies had informed Messrs. Beasley and Dyal that it was acting as financial advisor to AFCV and that AFCV had authorized it to reach out to Answers.com.

At a regularly scheduled board meeting on March 17, 2010, in executive session, members of our board of directors discussed the possibility of exploring strategic alternatives to maximize stockholder value. Mr. Rosenschein briefed the board on recent meetings and phone conversations with the potential financial advisor and with the persons who had expressed interest in the Company. After discussion and consideration of the merits of doing so at this time but without having made any determination over whether to pursue any such transaction, our board determined that it was in the interests of the Company and its stockholders to explore the possibility of a strategic transaction and to engage a financial advisor to assist in the evaluation of strategic alternatives. The board agreed that Mr. Segall, as chairman of the Financing Committee and with the assistance of management, should evaluate potential financial advisors and revert to the board with a recommendation.

21

On March 25, 2010, Mr. Beasley and Mr. Dyal met with representatives of Jefferies and Mr. David Karandish, co-founder and chief executive officer of AFCV. At this meeting, Mr. Karandish provided an overview of AFCV and the reasons for the interest of AFCV in possibly acquiring Answers.com. Following the meeting, Mr. Beasley and Mr. Dyal called Mr. Rosenschein and suggested that it would be advisable for him to meet with Mr. Karandish at some time in the future.

On April 22, 2010, Mr. Segall and Mr. Rosenschein met with the potential financial advisor with whom Mr. Rosenschein had previously spoken to discuss possible strategic alternatives and a potential representation to act as Answers.com's financial advisor in this respect.

The Answers.com board of directors convened a special meeting on April 26, 2010. In its discussions, the board noted the continuing decline in Answers.com monetization rates (that is, the revenues the Answers.com website generates per page view) and, without making any determination as to whether to pursue a change-of-control transaction at that time, the board continued to believe it was in the best interests of the Company and its stockholders to explore strategic alternatives such that it would be fully informed on various avenues to maximize stockholder value. Mr. Segall reported to the board on the consideration of possible financial advisors, including the one with whom management had previously spoken. The board agreed that Mr. Segall, with the assistance of management, should continue to consider potential financial advisors, but otherwise did not take any action at the time.

On May 3, 2010, in Jerusalem, Mr. Rosenschein received an unsolicited visit from a managing director of a U.S.-based private equity firm, who expressed an interest in receiving a presentation on Answers.com's business. Mr. Rosenschein had a follow-up meeting in London with representatives of this firm on July 27, 2010, and met again with representatives of this firm on August 10, 2010 in Boston following Answers.com's second quarter earnings release and after having also begun discussions with AFCV (detailed below). The latter meeting was also attended by Mr. Smith. At this meeting, the private equity firm indicated that it had no interest in pursuing a transaction with Answers.com because of the recent negative revenue trends in the Company's business.

On May 10, 2010, Mr. Rosenschein and Mr. Smith were introduced at an industry conference , sponsored by Jefferies , to Mr. Karandish of AFCV. Among other properties, AFCV owns and operates Announce Media, which powers a network of vertical search marketplaces designed to help consumers make informed commercial decisions. At this meeting, the parties discussed the possibility of a strategic transaction between the two companies. The next day, Mr. Smith, who was visiting St. Louis on separate business, met with Mr. Karandish and other members of his management team. The executives shared high-level financial and other information concerning the businesses of the two companies. In informal conversations, Mr. Rosenschein informed certain members of our board of directors of his discussions with AFCV and AFCV's interest in Answers.com. The other directors were supportive of Mr. Rosenschein and other members of management continuing to discuss and explore potential strategic opportunities with AFCV, including a potential business combination transaction. Over the next several weeks and months, Mr. Rosenschein continued to keep the Company's board informed, formally and informally, of his discussions with Mr. Karandish.

On May 11, 2010, Mr. Segall, Mr. Rosenschein and Mr. Beasley met with representatives of UBS at the offices of UBS in New York City. At the meeting, Mr. Rosenschein presented a general overview of Answers.com and its business, discussed the interest of the Company's board of directors in exploring possible strategic alternatives and suggested the possibility of engaging UBS as Answers.com's financial advisor to assist the board in exploring such transactions. For the prior two years, UBS had not received from the Company any fees for investment banking or financial advisory services.

22

Also, on May 11, 2010, Mr. Beasley and Mr. Rosenschein met with the chief executive officer of a digital media internet company and informally explored a possible strategic partnership with that company. Mr. Rosenschein met with representatives of this company again in June 2010, and this company was one of the parties subsequently contacted by UBS to determine its interest in a change-of-control transaction with the Company.

On May 14, 2010, Mr. Segall received a draft engagement letter from the first potential financial advisor and consulted with management on the proposed terms of engagement. On May 25, 2010, the Company received a draft form of engagement letter from UBS. The following day, Mr. Rosenschein communicated to our board of directors concerning the interest of UBS and the other financial advisory firm with whom management had been speaking in serving as the Company's financial advisor and the proposed terms of their respective engagements.

At a regularly scheduled meeting of Answers.com's board on June 16, 2010, Answers.com management updated our board of directors on the ongoing business challenges and the weaker-than-expected financial performance experienced by the Company in recent quarters. Mr. Rosenschein also updated the board on the discussions with representatives of AFCV. On the recommendation of members of the Financing Committee and after review and discussion regarding the respective terms of engagement of the two financial advisory firms under consideration, our board of directors determined to engage the investment banking firm of UBS to serve as Answers.com's financial advisor and to assist the board in exploring possible strategic alternatives.

On June 25, 2010, Summit Investors personnel, Mr. C.J. Fitzgerald, Mr. Mood Rowghani and Mr. Peter Chung, acting in their capacity as representatives of AFCV, met in California with members of our board of directors. Mr. Beasley and Mr. Dyal at the offices of Redpoint Ventures to further discuss a potential transaction between Answers.com and AFCV. Mr. Beasley reported to Mr. Rosenschein on this meeting and, based on the positive nature of the discussions, indicated that he believed it was in the interests of the Company and its stockholders to continue to explore a possible transaction with AFCV and that arrangements be made by Mr. Rosenschein to follow up on these discussions.

Mr. Rosenschein and Mr. Karandish again spoke in mid-July 2010 and discussed the possibility of a meeting between executives of the two companies. The two also discussed the exchange of more detailed information and the need to enter into a confidentiality agreement appropriate for a business combination transaction to facilitate this exchange. Thereafter, Mr. Caleb Chill, Answers.com's vice president, general counsel and corporate secretary, provided Mr. Karandish with a draft of a confidentiality agreement containing, among other things, a "standstill" provision and a mutual employee non-solicitation provision. Following negotiations between Mr. Chill and representatives of Wilson Sonsini Goodrich & Rosati, Professional Corporation, outside legal counsel to AFCV, on the terms of the confidentiality agreement, on July 14, 2010, the confidentiality agreement was executed by Answers.com and AFCV. On the same day, Answers.com's management team, in person in St. Louis and by video conference, met with executives of AFCV. Those attending in person included Mr. Smith and Mr. Steinberg. Mr. Rosenschein and other representatives of Answers.com attended by video conference. Those attending on behalf of AFCV included Mr. Karandish, Mr. Chris Sims, co-founder and chief marketing officer of AFCV, Mr. James Yang, vice president for product management, and Mr. Thomas Hillman, a founding investor and member of the board of managers of AFCV. Representatives of AFCV expressed further interest at the meeting in an acquisition of Answers.com, primarily because of the content of Answers.com's site, its wide audience, its expertise in search engine optimization (SEO) and its brand name recognition. At that meeting, Mr. Rosenschein indicated that Answers.com was not actively pursuing a sale transaction at the time, but that our board of directors was open to considering strategic alternatives. On July 18, 2010, Mr. Rosenschein updated each of the members of Answers.com's board of directors with a detailed account of the meeting with the management of AFCV.

Mr. Karandish and Mr. Rosenschein discussed the state of the Company's business in a phone call on July 26, 2010. On this call, Mr. Rosenschein indicated to Mr. Karandish that our board of directors had not determined to sell the Company, and that only a compelling offer at a premium to the market price would likely be considered by the

board.

At the end of July 2010, Mr. Karandish sent an e-mail to Mr. Rosenschein in which he stated that management of AFCV had formally approached the Summit Investors concerning a possible acquisition of Answers.com. He also stated that management of AFCV was expecting to receive the approval of the Summit Investors to proceed formally with discussions concerning a transaction with Answers.com with a view towards making a proposal to Answers.com and its board of directors.

In mid-August, in a series of mail exchanges, and subject to the confidentiality agreement between the two companies, Answers.com shared additional information concerning its business with AFCV.

Following Answers.com's August 9, 2010 earnings release and investor conference call, in which the Company reported a second consecutive quarterly drop in revenues, the trading price of Answers.com common stock on The NASDAQ Stock Market fell sharply from $7.99 to $4.58 within one week. In informal communications, members of our board of directors discussed the volatility of the Answers.com stock reflected by this drop and their belief that the volatility was likely to continue because of, among other things, the illiquid market for the Company's stock. Based on this and other reasons, the members of our board of directors agreed that it was advisable for the Company and its management, along with its financial advisor, to continue to explore strategic alternatives.

On September 2, 2010, Mr. Karandish called Mr. Rosenschein to discuss the delivery of a non-binding letter of intent for the acquisition of Answers.com by AFCV. On this call, Mr. Karandish indicated that AFCV was considering a price around $8.00 per share of common stock, subject to a detailed due diligence investigation on the part of AFCV and its representatives and advisors.

On September 7, 2010, Mr. Karandish delivered to Answers.com a non-binding letter of intent for the acquisition of Answers.com which specified a price in the range of $7.50 to $8.25 per share of the Company's common stock. The letter of intent was accompanied by a draft financing commitment letter from a nationally recognized investment bank containing a commitment to provide up to $75 million in debt financing in connection with an acquisition of the Company by AFCV. The letter of intent stated that the proposal was subject to the completion of due diligence and the negotiation of definitive documentation, and that a period of exclusivity was also being requested. Mr. Rosenschein communicated by reply e-mail to Mr. Karandish, on September 8, 2010, that the Company's board of directors would be considering the proposal at a regularly scheduled meeting planned for the next week, on September 15, 2010. Mr. Rosenschein sent the letter of intent and accompanying materials to each of the Company's board members and indicated that he intended to discuss the proposal with the board of directors at the meeting planned for September 15, 2010.

The interest of AFCV in acquiring Answers.com was discussed in detail by our board of directors at its September 15th meeting, including the letter of intent and the price offered, the request for exclusivity, the financing for the proposed acquisition, the background of the discussions leading up to this proposal and other considerations. Representatives of UBS participated in the board meeting. After taking these views and other factors into consideration, our board of directors concluded that a price in the range proposed by AFCV was inadequate, considering the Company's business, its industry position and relevant industry metrics and that, as such, any request for exclusivity was not justified. However, the board directed management to continue to explore a possible transaction with AFCV and to finalize the engagement of UBS as Answers.com's financial advisor. On September 17, 2010, Answers.com formally engaged UBS.

In a telephone conversation on October 5, 2010, Mr. Rosenschein informed Mr. Karandish that the Company was unwilling to consider a transaction price in the proposed range of $7.50 to $8.25 per share of the Company's common stock. Following this conversation, on behalf of Answers.com and with the authorization of our board and management, UBS engaged in discussions with Jefferies, AFCV's financial advisor, on the price of any potential transaction. Following that discussion, Jefferies indicated to UBS that, subject to due diligence, there may be room for movement on the price and, after discussions with AFCV, indicated that AFCV would be willing to pay $9.00 per share of the Company's common stock. On October 19, 2010, after further communications with representatives of AFCV, representatives of UBS informed Mr. Rosenschein that AFCV was prepared to raise its offer to $9.00 per share of common stock. Mr. Rosenschein discussed AFCV's willingness to increase its price with certain of the Company's board members. In consultation with these board members, it was determined that it was in the interests of the Company and its stockholders to continue discussions and the exchange of information with AFCV.

24

Later that month, on October 28, 2010, Mr. Rosenschein, Mr. Steinberg, and Mr. Smith met with Mr. Karandish and representatives of UBS and Jefferies at the offices of UBS in New York City. Also present on behalf of Answers.com by telephone conference was Mr. Chill. At the meeting, Answers.com provided AFCV with an updated management presentation and additional diligence materials and information. Among other things, Answers.com shared with AFCV its projections and strategic plan for the remainder of fiscal year 2010 and for fiscal year 2011.

On November 3, 2010, Mr. Rosenschein provided a detailed written update to our board of directors on the discussions with AFCV's management. Among the materials that accompanied the update was a management presentation previously provided to AFCV concerning the Company. Mr. Rosenschein explained that Answers.com highlighted to AFCV the Company's forecast for 2011 and its business initiatives to improve performance and that AFCV emphasized the Company's performance in 2010 and questioned the assumptions underlying the forecast. Mr. Rosenschein emphasized to the board that, at the same time that management was continuing discussions with AFCV concerning a possible transaction, it was continuing to pursue a variety of initiatives to improve the Company's performance on a stand-alone basis.

On November 1, 2010, Mr. Rosenschein received an unsolicited expression of interest by telephone from a representative of a private equity firm. On November 15, 2010, Mr. Rosenschein met with this representative, and at the request of Mr. Rosenschein a representative of UBS also subsequently contacted a representative of this firm. However, the firm indicated that it was not interested in pursuing a change-of-control transaction with the Company.

On November 4, 2010, Mr. Karandish delivered to Answers.com a revised letter of intent in which AFCV raised its offer to $10.00 per share of common stock. The revised letter of intent was accompanied by AFCV's exclusivity agreement, pursuant to which Answers.com would be required to refrain for a period from engaging in discussions with other parties concerning a strategic transaction. On November 5, 2010, the Financing Committee met to consider the revised letter of intent and the reiterated exclusivity request. The members of the Financing Committee felt that the increase in the price was a positive development, but that Answers.com should not agree to an exclusivity period. At the direction of the Financing Committee, UBS communicated this to AFCV through representatives of Jefferies.

Further discussions between the parties ensued over the next few days culminating in a telephone conversation on November 8, 2010, during which Jefferies on behalf of AFCV indicated to UBS that AFCV was willing to raise its price to $10.25 per share of common stock provided that Answers.com entered into exclusive negotiations with AFCV. The Financing Committee directed management and UBS to continue to negotiate with AFCV, without exclusivity, as it continued to believe that the Company should not be precluded from entertaining and discussing alternative proposals. Several days later, Jefferies informed UBS on behalf of AFCV that AFCV was prepared to continue to discuss a possible transaction at the $10.25 price without exclusivity, but only if Answers.com agree to reimburse AFCV for its expenses should Answers.com agree to engage in a sale transaction with another party at a higher price. About this time, Answers.com began to assemble a virtual data room to assist AFCV with its due diligence of Answers.com, and Answers.com made additional members of its management available to respond to due diligence questions from AFCV.

After further discussion between the financial advisors for Answers.com and AFCV, on November 14, 2010, representatives of Jeffries, on behalf of AFCV, delivered to UBS, to present to Answers.com, a new non-binding letter of intent, which formally raised its offer price to $10.25 per share of Company common stock and included a side letter agreement for expense reimbursement of AFCV of its expenses along the lines previously communicated by Jefferies to UBS. It was communicated to UBS that the willingness to proceed with the terms outlined in this letter of intent was premised on the execution of the side letter agreement for expense reimbursement.

25

A special meeting of the Answers.com board of directors to discuss the AFCV proposal was held on November 15, 2010. Management and representatives of UBS provided the board with an update of the discussions with AFCV and AFCV's most recent letter of intent. It was the consensus of our board of directors that our management be authorized to continue its discussions with AFCV and its representatives and advisors, and that Answers.com allow AFCV to proceed with its due diligence investigation. After considering AFCV's unwillingness to proceed with these discussions and its due diligence without an agreement on reimbursement of expenses, our board of directors also authorized Answers.com to enter into an expense reimbursement agreement with AFCV along the lines discussed but within certain parameters. Notwithstanding the authorization of management to continue discussions with AFCV, the members of our board of directors stressed that they were making no determination at the time to enter into a business combination with AFCV or to pursue any other strategic transaction.

From November 16, 2010 to November 18, 2010, representatives and members of the management teams of Answers.com and AFCV met for an extensive series of due diligence sessions at the offices of Kramer Levin Naftalis & Frankel LLP, outside legal counsel to Answers.com, in New York City. The parties' financial advisors and legal advisors were also present at these sessions. Following the conclusion of these sessions, on November 19, 2010, AFCV delivered to Answers.com a revised letter of intent that again provided for an offer price of $10.25 per share of Company common stock. AFCV and Answers.com also entered into an expense reimbursement agreement along the lines discussed, with an aggregate cap of $700,000, applicable under certain circumstances.

On November 29, 2010 through December 2, 2010, representatives of AFCV conducted an on-site due diligence investigation of Answers.com's operations in Israel, with the AFCV team being led by Messrs. Karandish and Yang. On their visit to the Answers.com facilities in Israel and continuing thereafter, representatives of AFCV and their advisors continued to conduct business, technical, legal, accounting and tax due diligence. The AFCV team continued to receive and review information through the virtual data room established by Answers.com, and in conference calls with representatives of Answers.com and its advisors.

Our board of directors held a regularly scheduled board meeting on December 8, 2010. Among other things, management updated the board on the status of the discussions with AFCV. Also at this meeting, representatives of UBS provided an update on the status of its discussions with AFCV's financial advisor and the timing of a possible transaction and discussed the potential for interest of other parties in a possible transaction. The UBS representatives reported that AFCV was still working on finalizing the terms of the financing for the transaction and that Answers.com had not yet received commitment letters for the contemplated financing. UBS stated that, as directed by the board, it had conveyed to AFCV's financial advisors the Company's request for the commitment letters and explained to AFCV's financial advisors that the Answers.com board required information on the financing to fully understand the terms of the proposed acquisition. After detailed discussion, our board of directors determined that it was in the interests of Answers.com and its stockholders to continue discussions with AFCV, including over the terms of a possible transaction, and to continue to facilitate AFCV's due diligence investigation. At the same time the board directed Answers.com management to continue to work with UBS to identify and pursue discussions with other parties who might be interested in a change-of-control transaction with Answers.com and to report back to the board on the results of its efforts. The board was aware of the risk to the Company if speculation arose that the Company was considering a change-of-control transaction and expected that the process would be conducted to minimize this risk.

Consistent with the direction of the board to explore possible alternative transactions and after consultation with our management, UBS contacted potential buyers to gauge their interest in a transaction with Answers.com. UBS worked with management and members of the Answers.com board to identify these potential buyers. Among the potential buyers contacted were major search engine companies, media portals, leading internet publishers and internet vertical advertisers, some of whom had previously expressed interest in the Company. The entities contacted were those that were considered most likely to be interested in, and have the resources necessary to complete, an acquisition of

Answers.com. Of the ten parties contacted by UBS, three agreed to enter into confidentiality agreements, and our management made presentations to these parties similar to the presentations initially made to AFCV. None of the other entities approached by UBS expressed any interest in receiving information from, or pursuing any discussions with, the Company. None of the entities that entered into confidentiality agreement and received the management presentation expressed interest in pursuing a change-of-control transaction with the Company or made an acquisition proposal of any sort to the Company, our board of directors or UBS.

On December 11, 2010, Wilson Sonsini delivered to Answers.com and its outside legal counsel first drafts of an agreement and plan of merger in connection with the proposed acquisition, as well as voting and support agreements to be executed by the affiliates of Redpoint Ventures, Answers.com's largest stockholders, and management. Over the course of the next several weeks, Kramer Levin and Wilson Sonsini, together with the parties' respective management and financial advisors, with input from the Company's Financing Committee, proceeded to exchange drafts of, and discuss and negotiate the terms of, the merger agreement and the voting agreements.

The Answers.com board of directors met again to consider and receive updates from our management and its advisors on the discussions with AFCV on December 23, 2010. At this meeting, management provided to the board its updated forecast for fiscal year 2011. Also at this meeting, attorneys from Kramer Levin reviewed and discussed with the directors their fiduciary duties under Delaware law in considering whether to determine to approve and recommend a change-of control transaction, such as the one proposed with AFCV, updated the board on the status of negotiations with counsel for AFCV and summarized the principal legal issues under the draft merger agreement. Representatives of UBS provided an update on the financial aspects of the proposed transaction. UBS noted that it had not yet received financing commitment letters from AFCV but conveyed that Jefferies had indicated that the reason for this was that AFCV was continuing to work with potential lenders to eliminate or reduce the various conditions from the proposed commitments. UBS also reported to the board on the results of its discussions with other potential acquirers, noting that the level of interest was low. The UBS representatives informed the board that none of the entities contacted to date had expressed interest in pursuing a change-of-control transaction, with some of those parties explaining that they were not prepared to invest in the Q&A space. Our board of directors determined that the discussions and exchange of information with AFCV should continue and that UBS should continue its exploration of potential alternative transactions.

Following the December 23, 2010 board meeting, on the same day, a representative of UBS received via e-mail from Jefferies, copies of AFCV's financial statements for the period ended December 31, 2009. UBS used this information in order to validate information previously shared by AFCV concerning its financial condition and financing efforts.

Over the next month, Answers.com continued to provide diligence information to AFCV in the virtual data room and through other means, including Answers.com's revised 2011 forecast. Attorneys from the firms of Kramer Levin and Wilson Sonsini, with input from the respective management teams and financial advisors, continued their negotiation over the terms of the merger agreement and related documentation.

On January 4, 2011, a representative of UBS spoke with a representative of Jefferies on the timing of the delivery of AFCV's draft financing commitments and was told that AFCV was continuing to work to improve the terms of the commitments. The following day, on January 5, 2011, a representative of UBS spoke directly with Mr. Fitzgerald. Mr. Fitzgerald, in his capacity as a representative of AFCV, confirmed that AFCV was working with a number of potential financing sources to finalize the terms of financing for the transaction, that AFCV expected Answer.com to view favorably the changes in terms as negotiated to that date, and that AFCV expected to be in a position to share draft commitment letters with Answers.com and its advisors shortly. Mr. Fitzgerald, in his capacity as a representative of AFCV, also provided the representatives of UBS with certain financial performance metrics of AFCV. UBS shared this information with members of the Financing Committee and Answers.com management. When the commitment letters had not arrived by January 14, 2011, a representative of UBS, at the direction of our board of directors, informed Jefferies that until it received the draft commitment letters, Answers.com would not be in a position to continue its negotiations concerning the proposed transaction. On January 17, 2011, Jefferies provided UBS and Answers.com with draft commitment papers for a syndicated debt facility of up to $110 million to partially finance the transaction and provide working capital to the combined company.

On January 19 and again on January 25, 2011, Mr. Rosenschein updated the board in writing on the status of the transaction.

On January 20, 2011, representatives from Jefferies, Wilson Sonsini, UBS and Answers.com held a telephone conference to discuss and review certain findings and conclusions reached by AFCV during its due diligence investigation concerning certain contingent liabilities, the risk of which would be borne by AFCV post closing, given the lack of indemnification in a public transaction. Answers.com disputed the level of risk attributed by AFCV to these findings and conclusions.

Our Financing Committee met on January 26, 2011 and again on January 27, 2011 to again consider the price being offered by AFCV in the proposed transaction. Representatives of UBS were present at both these meetings. At the January 26th meeting, representatives of UBS reviewed with the Financing Committee the resolved and unresolved business issues in the negotiations between AFCV and Answers.com, including as to the diligence findings raised by AFCV. At those meetings, the Financing Committee carefully considered factors in support of and against a price increase. Arguing in favor of an increased price were the Company's improved projections for 2011, its improving cash position and the recent increases in the market price of the Company's common stock. Arguing against an increased price were the continuing monetization challenges facing the Company, the credibility with AFCV of the Company's updated projections and the various contingent liabilities that AFCV purported to identify in its diligence. The Financing Committee also considered the indications over the past several weeks by Jefferies, on behalf of its client, that AFCV was not prepared to increase its price beyond $10.25 in response to suggestions, conveyed to Jefferies by UBS at the direction of our board of directors, that a higher price was warranted for the Company. The Financing Committee then authorized Mr. Beasley to communicate directly with representatives of Summit to request that AFCV increase its price. At the January 27th meeting, Mr. Beasley reported that AFCV had rejected the suggestion to increase the price, although Mr. Fitzgerald, in his capacity as representative of AFCV, had indicated that AFCV would be willing at the $10.25 price to assume certain transactional risk that had been at issue in the legal negotiations between the parties. While the Committee believed that a sale transaction at the $10.25 level was supportable as being in the interests of the Company and its stockholders, the Financing Committee nonetheless determined that UBS should again reach out to AFCV, the Summit Investors and their representatives in an attempt to achieve an increase in price.

On January 26, January 28 and January 29, 2011, representatives of AFCV again exchanged communications with Answers.com directors Mr. Beasley and Mr. Dyal regarding the proposed $10.25 price. The representatives of AFCV raised with Mr. Dyal and Mr. Beasley the risks discussed by the parties on the January 20th conference call, and said that, in light of those risks, AFCV was not prepared to raise the price of its offer. Following these exchanges, UBS and various other representatives of Answers.com, as directed by our board of directors, conveyed to AFCV and its representatives that Answers.com was not prepared to move forward with a deal at the $10.25 price proposed by AFCV.

On the morning of February 1, 2011, Mr. Rosenschein telephoned Mr. Karandish and told him that the $10.25 offer was viewed by our board of directors as inadequate. Later that day, Mr. Karandish spoke by telephone with Mr. Rosenschein and indicated that, after further consideration and in the interests of getting a deal done in an expedient fashion, AFCV was prepared to raise its offer price to $10.50 per share but that this price, in light of the diligence concerns raised and for other reasons, was AFCV's best and final offer and that it would be willing to move forward expeditiously at this price, subject to the prompt resolution of all open business and legal issues and the execution of a definitive merger agreement. Also on this date, AFCV furnished to Answers.com and representatives of UBS new commitment letters for the transaction, which provided for a $50 million senior loan to be provided by a single financial institution and a distinct $50 million subordinated loan to be provided by subordinated debt funds affiliated with Summit.

28

On February 2, 2011, representatives from UBS, Jefferies and the funds providing the commitment letter with respect to the $50 million subordinated loan, as well as outside legal counsel to each of AFCV and Answers.com, held a telephone conference to discuss the new commitment letters for the transaction.

Our board of directors convened a special meeting by conference telephone later that day on February 2, 2011 to consider the proposed transaction with AFCV. At the meeting, Kramer Levin again reviewed with the board its fiduciary duties and the standards for its decision-making in respect of a possible change-of-control transaction under applicable law. The Kramer Levin attorneys also reviewed with the board in detail the terms of the proposed merger agreement, with the draft merger agreement and related agreements and a detailed summary of their terms having been provided to the directors in advance of the meeting. In addition, representatives of UBS reviewed with our board of directors the efforts conducted by it and Answers.com management to identify potential alternative acquirers, the parties that had been approached and the lack of interest by those parties in investing in the Q&A space or pursuing a change-of-control transaction with Answers.com, noting that, whatever interest they had when the Company's stock price was trading at a lower value, they no longer had at the currently increased price of the stock. Our board of directors concluded that, consistent with its instructions and with management's input, it believed that it had conducted a thorough check of the market under the circumstances that resulted in no interest in, or acquisition proposals for, the Company.

Representatives of UBS then reviewed with our board of directors the terms of AFCV's financing for the proposed transaction, based on the draft commitment letters that had been provided to UBS by Jefferies. Our board of directors then considered and discussed the change in the financing parties and the terms, noting that the conditionality of the revised financing commitments was the same as the previously provided financing commitments, and determined that they were acceptable.

Representatives of UBS then reviewed with the Answers.com board of directors UBS' financial analysis of the $10.50 per share of Company common stock consideration and delivered to the Answers.com board of directors its oral opinion, which opinion was confirmed by delivery of a written opinion dated February 2, 2011, to the effect that, as of that date and based on and subject to various assumptions, matters considered and limitations described in its opinion, the $10.50 per share consideration to be received in the merger by holders of the Company's common stock was fair, from a financial point of view, to such holders. The full text of the written opinion of UBS, is attached to this proxy statement as Annex D.

Mr. Steinberg then discussed with the board management's updated projections for 2011, noting the improvements over the projections previously furnished to the board in the fourth quarter of 2010. On behalf of management, Mr. Rosenschein then reviewed with the board various considerations arguing for and against entering into a sale transaction for Answers.com at the current time, which are included among the factors described below under "—Answers.com Reasons for Merger."

Finally after discussion, and considering the factors described below under "—Answers.com Reasons for Merger," including the prospects that the Company would be successful in implementing its business and programming initiatives on a stand-alone basis as an independent public company, our board of directors unanimously (i) determined that the proposed merger was fair to, and in the best interests of, Answers.com and its stockholders, and declared the merger to be advisable, (ii) approved the merger agreement and the transactions that it contemplates, including the merger, and (iii) recommended that the stockholders of the Company adopt the merger agreement and directed that this matter be submitted to the stockholders at a special meeting to be held for that purpose. Our board also authorized management and its advisors to finalize the merger agreement on terms consistent with those presented to and discussed with the board and authorized our management to execute the definitive merger agreement when so finalized.

Following the board meeting, representatives of AFCV and Answers.com, together with their outside counsel, reached resolution on the outstanding issues in the merger agreement and the related disclosure schedules, and Answers.com, AFCV and merger sub exchanged executed signature pages to the agreement as of February 2, 2011. AFCV and Mr. Rosenschein and AFCV and affiliates of Redpoint also executed at this time the voting agreement pursuant to which Mr. Rosenschein and the Redpoint entities agreed to vote in favor of the merger agreement and to certain related matters. At the same time, AFCV entered into financing commitments in connection with the transaction with its financing sources, copies of which were furnished to Answers.com.

A press release announcing execution of the merger agreement was issued by Answers.com before the opening of the financial markets in New York City on February 3, 2011.

Provision of Certain Financial Forecasts

As part of its business planning process, Answers.com's management from time to time prepares internal financial forecasts regarding its anticipated future operations. Answers.com does not as a matter of course currently make publicly available forecasts as to future performance or earnings and is especially wary of making forecasts for future periods due to the significant unpredictability of the underlying assumptions and estimates. However, in connection with the discussions described under "—Background of the Merger" beginning on page 21 of this document, Answers.com provided certain of these internal forecasts for 2011 to AFCV and its financial advisors on October 28, 2010, and provided an update of those internal forecasts for 2011 to AFCV and its financial advisors on January 24, 2011. The updated internal forecasts which were provided by Answers.com to AFCV and its financial advisors on January 24, 2011 are set forth below.

2011	Adjusted 2011
Revenues	EBITDA
$26.7 million	$9.3 million

The term "Adjusted EBITDA" as used in this document, with respect to the Company, is defined as, GAAP net income before interest, income taxes, depreciation and amortization, gain (loss) resulting from fair value adjustments of the warrants issued to affiliates of Redpoint, costs relating to the consideration, negotiation and consummation of the proposed change of control tranaction with AFCV and stock-based compensation.

The financial forecasts set forth above were prepared solely for Answers.com's internal use and were not prepared with a view toward public disclosure, nor were they prepared with a view toward compliance with the SEC's published guidelines, the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of financial forecasts, or generally accepted accounting principles. Neither Answers.com's independent registered public accounting firm, nor any other independent accountants, have compiled, examined or performed any procedures with respect to the financial forecasts included above, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and they assume no responsibility for, and they disclaim any association with, these financial forecasts.

These financial forecasts reflect numerous estimates and assumptions, as well as matters specific to Answers.com's business, all of which are difficult to predict and many of which are beyond Answers.com's control. These financial forecasts are subjective in many respects and thus are susceptible to multiple interpretations and periodic revisions based on actual experience and business developments. As such, these financial forecasts constitute forward-looking statements and are subject to risks and uncertainties that could cause actual results to differ materially from the results forecasted in such financial forecasts including, but not limited to, those described under "Caution Regarding Forwarding-Looking Statements" beginning on page 16 of this document.

There can be no assurance that these financial forecasts will be realized or that actual results will not be significantly higher or lower than projected. These financial forecasts cover Answers.com's fiscal year 2011, and such information by its nature will become less reliable as Answers.com's fiscal year 2011 progresses. In addition, these financial forecasts will be affected by Answers.com's ability to achieve its strategic goals, objectives and targets during its fiscal year 2011. The assumptions upon which these financial forecasts were based necessarily involve numerous judgments with respect to matters that are difficult or impossible to predict accurately and many of which are beyond Answers.com's control. These financial forecasts also reflect assumptions as to certain business decisions that are subject to change. These financial forecasts cannot, therefore, be considered a guaranty of future operating results, and this information should not be relied on as such. The inclusion of this information should not be regarded as an indication that Answers.com, any of its financial advisors or anyone who received this information then considered, or

now considers, it a reliable prediction of future events, and this information should not be relied upon as such. None of Answers.com, its subsidiary, any of their affiliates, any affiliates of any of the foregoing or any other person assumes any responsibility for the validity, reasonableness, accuracy or completeness of the projections described above. None of Answers.com, any of its financial advisors or any affiliates of any of the foregoing intends to, and each of them disclaims any obligation to, update, revise or correct such projections if they are or become inaccurate (even in the short term).

These financial forecasts do not take into account any circumstances or events occurring after the date they were prepared, including without limitation the announcement of the proposed merger on February 3, 2011. For instance, there can be no assurance that the announcement of the proposed merger will not adversely impact Answers.com's business. Any such adverse impact will in turn adversely impact Answers.com's ability to achieve the results reflected in such financial projections. Further, these financial forecasts do not take into account the effect of any failure of the merger to occur, and should not be viewed as accurate or continuing in that context.

The inclusion of these financial forecasts should not be deemed an admission or representation by Answers.com with respect to these financial forecasts or that these financial forecasts are viewed by Answers.com as material information of Answers.com.

These financial forecasts are not being included in this document to influence your decision as to whether or not to vote in favor of the proposals to adopt the merger agreement or adjourn the special meeting, but because these financial forecasts were made available by Answers.com to AFCV and its financial advisors in connection with the discussions described under " —Background of the Merger" beginning on page 21 of this document. The information from these financial forecasts should be evaluated, if at all, in conjunction with the historical financial statements and other information regarding Answers.com contained in Answers.com's public filings with the SEC. In light of the foregoing factors and the uncertainties inherent in Answers.com's financial forecasts, Answers.com stockholders are cautioned not to place undue, if any, reliance on the projections included in this document.

Recommendations of the Answers.com Board of Directors

After careful consideration and consultation with its financial and legal advisors, the Answers.com board of directors has unanimously determined that the merger is advisable, fair to, and in the best interests of Answers.com and its stockholders, and approved the merger agreement and the transactions contemplated thereby, including the merger. The Answers.com board of directors recommends that Answers.com stockholders vote "FOR" the proposal to adopt the merger agreement and "FOR" any adjournment proposal, if necessary.

In considering the recommendation of the Answers.com board of directors with respect to the merger agreement, you should be aware that the directors and executive officers of Answers.com have interests in the merger that are different from, or are in addition to, the interests of the other Answers.com stockholders. Please see the section entitled "—Interests of Answers.com Directors and Executive Officers in the Merger" beginning on page 41 of this document.

Answers.com's Reasons for the Merger

The Answers.com board of directors has unanimously determined that the merger is advisable, fair to, and in the best interests of Answers.com and its stockholders, approved the merger agreement and the transactions contemplated thereby, including the merger, and recommended that Answers.com's stockholders adopt the merger agreement.

In reaching its decision to approve the merger agreement and the transactions that it contemplates, including the merger, and to recommend that Answers.com's stockholders adopt the merger agreement, the board of directors consulted with Answers.com's senior management and legal and financial advisors and considered a number of factors, including the following:

- the fact that Answers.com's stockholders will receive $10.50 in cash, without interest, for each share of common stock, representing a premium of approximately 19.6% over Answers.com's closing share price of $8.78 on February 1, 2011, a premium of approximately 25.1% over Answers.com's volume-weighted average closing share price for the 30 trading days ending on February 1, 2011, and a premium of approximately 34.0% over Answers.com's volume-weighted average closing share price for the 90 trading days ending on February 1, 2011;

- the fact that the consideration to be paid in the merger is in the form of cash, which provides certainty of value and immediate liquidity to Answers.com's stockholders;

the fact that the merger is not subject to a financing condition, and that Wells Fargo and the Summit lenders have each provided financing commitments to AFCV with respect to the partial payment of the merger consideration which are not subject to syndication, in each case subject to specified conditions as more fully described below under the caption " —Debt Financing of the Merger" beginning on page 40 of this document;

> the board's familiarity with, and presentations by and discussions with Answers.com's management and financial advisors regarding, Answers.com's business, financial condition, results of operations, competitive position, business strategy, strategic options and prospects, as well as the risks involved in achieving these prospects, the nature of Answers.com's business and the industry in which it competes, and general industry, economic and market conditions, both on a historical and on a prospective basis;

the board's conclusion that receipt of the merger consideration is more favorable to Answers.com's stockholders than other strategic alternatives reasonably available to Answers.com and represents a more attractive opportunity for Answers.com's stockholders than the value of Answers.com common stock likely to be realized by Answers.com's stockholders in the event that Answers.com remained independent, specifically considering the following factors:

- the fact that the market for Answers.com common stock is highly volatile and that Answers.com's common stock would come under substantial pressure if the stock market experienced a downturn;

- the fact that the trading market for the common stock is generally illiquid and that Answers.com has failed to attract analyst coverage;

- the fact that Answers.com is dependent on search engines for approximately 90% of its traffic and that Answers.com has no control over the programs and algorithms used by search engines to direct traffic to Answers.com's website, and that changes to these programs and algorithms in the past have had, and at any time in the future may have, a material adverse effect on Answers.com's traffic, through no fault of Answers.com or its management;

- the fact that Answers.com earned approximately 75% of its revenues from Google Adsense, during the first three quarters of 2010, that it is expected to continue to be a significant source of revenue for Answers.com in the future although less than the aforesaid 75%, and that Answers.com has no control over the programs and algorithms used by Google to place ads on Answers.com's website, and that changes to these programs and algorithms in the past have had, and at any time in the future may have, a material adverse effect on the revenue that Answers.com earns through Google Adsense, through no fault of Answers.com or its management;

- the fact that Answers.com's monetization, measured in terms of RPM or revenues per thousand page views, has been declining since the beginning of 2009, and that the decline in RPM has materially and adversely affected Answers.com's revenue growth;

- the fact that, to remain competitive and to grow its business, Answers.com is required to undertake numerous initiatives, including the creation of a direct advertising sales force; the development of programs to improve the content available on Answers.com's website which may lag behind the quality of some of Answers.com's newer competitors; the redesign of Answers.com's website to improve its function and enhance its utility; and the adaptation of Answers.com's products for access through newer mobile communication and computing platforms;

- the fact that these initiatives have required Answers.com to incur significant costs, particularly for additional engineering and marketing personnel, and that in order to realize the benefits of the initiatives Answers.com will have to make substantially greater financial investment in the future, but that each of these initiatives has substantial execution risk, that some, particularly the direct advertising initiative, have not succeeded in the past, that there is no guaranty that any of the initiatives will lead to increased traffic and/or revenues, and that some may result in

decreased traffic and/or revenues;

- the fact that Answers.com is currently facing increased competition in the Q&A space from newer sites, some of which have superior content that Answers.com is attempting to match but there is no guarantee that it can do so without a major shift in its product, and that the Company's attempts to improve its content may not succeed and may lead to lower traffic and revenues; and

- the possibility that in the future Answers.com could face crippling competition in the Q&A space from industry giants such as Google and Facebook, who are beginning to enter the Q&A space and whose financial resources, following and name recognition are many times those of Answers.com;

the fact that, at the direction of the Answers.com board of directors, UBS contacted certain parties to solicit interest in a potential transaction with Answers.com, none of which contacts resulted in an acquisition proposal;

the opinion of UBS, dated February 2, 2011, to the effect that, as of such date and based on and subject to the various assumptions, matters considered and limitations described therein, the $10.50 per share consideration to be received by the holders of Answers.com common stock in the merger was fair, from a financial point of view, to such holders, as more fully described below under the caption " —Opinion of the Financial Advisor to the Answers.com Board of Directors" beginning on page 36 of this document;

the fact that the Company's forecast showing improved performance for 2011 is subject to significant risks and uncertainties and that the Company might not be able to achieve the projected performance;

that under the merger agreement, if the merger is not consummated because AFCV fails to obtain its financing under specified circumstances, AFCV will be required to pay Answers.com a $7.6 million reverse termination fee, without Answers.com being required to establish any damages, and that if AFCV willfully, knowingly and materially breaches its obligation to use its reasonable best efforts to obtain the financing under specified conditions, AFCV will also be required to reimburse Answers.com for up to $1.0 million of expenses and could also be liable to Answers.com for damages in addition to payment of the $7.6 million reverse termination fee;

that the merger agreement permits the Answers.com board of directors to engage in negotiations or discussions with any third party that has made a bona fide, written and unsolicited acquisition proposal that the Answers.com board of directors has determined to be, or is reasonably likely to become, a superior proposal (as defined in the merger agreement) and to furnish to such third party non-public information relating to Answers.com pursuant to a confidentiality agreement that contains confidentiality provisions that are no less favorable to Answers.com than those contained in the confidentiality agreement entered into with AFCV, if the Answers.com board of directors determines in good faith, after consultation with its outside legal counsel, that it is required to do so to comply with its fiduciary obligations to its stockholders under Delaware law;

that under the merger agreement, the Answers.com board of directors has the right to withdraw or modify its recommendation in favor of the merger agreement if, under specified circumstances, prior to obtaining the requisite stockholder approval, Answers.com receives an unsolicited takeover proposal and (i) the Answers.com board of directors determines that the unsolicited takeover proposal constitutes a superior proposal, (ii) Answers.com notifies AFCV in writing at least three business days before the withdrawal or modification of its recommendation of its intention to take such action, (iii) AFCV shall not have made, within three business days after its receipt of that written notification, an offer that results in the alternative transaction proposal no longer being a superior proposal, and (iv) that the Answers.com board of directors shall have concluded in good faith that it is required to change its recommendation to comply with its fiduciary obligations to its stockholders under Delaware law;

the ability of Answers.com to terminate the merger agreement under specified circumstances (including Answers.com's compliance with the requirements described in the previous bullet) upon payment to AFCV of a termination fee and expenses reimbursement, solely in order to enter into a definitive agreement with respect to a superior proposal;

the ability of the Answers.com board of directors to modify or withdraw its recommendation in favor of the merger agreement under specified circumstances if there occurs an intervening event if (i) Answers.com notifies AFCV in

writing at least three business days before the withdrawal or modification of its recommendation of its intention to take such action, (ii) AFCV shall not have made, within three business days after its receipt of that written notification, an offer that obviates the need for such withdrawal or modification, and (iii) the Answers.com board of directors shall have concluded in good faith that it is required to change its recommendation to comply with its fiduciary obligations to its stockholders under Delaware law, although in this circumstance the board would still be required to submit the merger agreement to a vote of stockholders and would be liable for the payment of a termination fee if as a result AFCV chose to terminate the merger agreement;

the belief that the terms of the merger agreement, including the parties' representations, warranties, covenants and agreements, as well as the conditions to the parties' respective obligations to consummate the merger are fair to, and in the best interests of, Answers.com and its stockholders;

the level of efforts that the parties are required to use under the merger agreement to obtain the required governmental, regulatory and other third-party approvals and consents, and the board's belief, after review with its legal advisors and management, in the likelihood of these approvals and consents being obtained in light of these merger agreement provisions;

the availability of appraisal rights in connection with the merger to stockholders who comply with all of the required procedures under Delaware law; and

the likelihood that the conditions to each party's obligation to consummate the merger will be satisfied, and that the merger will be completed, on a timely basis.

The Answers.com board of directors also considered a number of risks and potentially negative factors in its deliberations concerning the merger. The potentially negative factors considered by the Answers.com board of directors included:

the fact that the trading price of shares of Answers.com common stock had been increasing in the weeks preceding the announcement of the merger and the reasons for such an increase;

the fact that in the past Answers.com common stock in the past has traded above the price being offered in the merger;

the fact that the traffic to the Answers.com's website had been increasing in recent months;

the possibility that the initiatives being undertaken by Answers.com with respect to a direct advertising sales force, improved quality of content, redesign of the website and access for mobile computing platforms, and other possible initiatives to improve Answers.com's performance, could succeed and result over the long term in enhanced traffic, revenues and profitability;

the fact that increasing competition in the Q&A space could also spark increased interest among internet users, benefitting Answers.com and creating new opportunities;

the fact that the all-cash merger consideration will not allow Answers.com's stockholders to participate in any of the synergies created by the merger or any future growth of Answers.com's business;

the fact that the all-cash consideration to be received by stockholders who are U.S. persons in the merger generally would be taxable to such stockholders who have a gain for U.S. federal income tax purposes;

the fact that the all-cash consideration to be received by certain stockholders may be subject to Israeli withholding tax;

the risk that the merger might not be completed in a timely manner, or at all, including as a result of the failure to obtain any required governmental, regulatory or other third-party approvals or consents, or the failure of AFCV to obtain the debt financing that its lenders have committed to provide despite using its reasonable best efforts to obtain such financing as required under the merger agreement;

the fact that under the merger agreement, Answers.com is required to obtain AFCV's prior written consent before it can take a variety of actions before the closing of the merger, which could delay or prevent Answers.com from pursuing business opportunities that may arise, or other actions which it would otherwise take with respect to Answers.com's operations absent the pending completion of the merger;

the fact that if the merger is not consummated, Answers.com's management and other employees will have expended extensive time and efforts to attempt to complete the merger and will have experienced significant distractions from their duties pending completion of the merger;

the fact that the merger agreement does not permit Answers.com or its representatives to solicit third-party bids or to enter into discussions or negotiations regarding, or to accept, approve or recommend, any unsolicited third-party bids except subject to specific terms and conditions;

the fact that the merger agreement provides that, in the event the merger is not consummated in certain specified circumstances, Answers.com will be required to pay AFCV a $4.6 million termination fee, without AFCV being required to establish any damages, and that in certain specified circumstances, Answers.com will also be required to reimburse AFCV for up to $1.0 million for its expenses (in addition to payment of the $4.6 million termination fee);

the fact that a portion of the financing for the transaction is being provided by an affiliate of AFCV rather than an unaffiliated institutional lender, which could increase financing risk, although it also eliminates syndication risk for that portion of the financing;

the fact that, unless AFCV willfully, knowingly and materially breaches its obligation to use reasonable best efforts to obtain the financing for the transaction, Answers.com's sole remedy if the financing is unavailable and as a result the merger is not consummated is the payment of the reverse termination fee of $7.6 million, even if the damages suffered by Answers.com as a result of the failure of the merger to be consummated exceed this amount; and

the interests of certain of Answers.com's executive officers and directors in the merger, as described under " —Interests of Answers.com Directors and Executive Officers in the Merger" beginning on page 41 of this document.

After considering these risks and the potentially negative factors concerning the merger, the Answers.com board of directors concluded that the potential benefits of the merger outweighed these risks and potentially negative factors.

The foregoing discussion, information and factors considered by the board of directors is not intended to be exhaustive but is believed to include all material factors considered by the board of directors. In view of the wide variety of factors considered by the board of directors, as well as the complexity of these matters, the board of directors did not find it practical to quantify or otherwise assign relative weight to the specific factors considered. In addition, the board of directors did not reach any specific conclusions on each factor considered, or any aspect of any particular factor, and individual members of the board of directors may have given different weight to different factors. In making its determinations and recommendations, the board of directors as a whole viewed its determinations and recommendations based on the totality of the information presented to and considered by it. However, after taking into account all of the factors set forth above, the board of directors unanimously determined that the merger is advisable, fair to, and in the best interests of Answers.com and its stockholders, and that Answers.com should proceed with the merger.

35

Opinion of the Financial Advisor to the Answers.com Board of Directors

On February 2, 2011, at a meeting of the Answers.com board of directors held to evaluate the proposed merger, UBS delivered to the Answers.com board of directors its opinion, which opinion was confirmed by delivery of a written opinion dated February 2, 2011, to the effect that, as of that date and based on and subject to various assumptions, matters considered and limitations described in its opinion, the $10.50 per share consideration to be received in the merger by holders of Answers.com common stock was fair, from a financial point of view, to such holders.

The full text of UBS' opinion describes the assumptions made, procedures followed, matters considered and limitations on the review undertaken by UBS. This opinion is attached as Annex D and is incorporated into this proxy statement by reference. Holders of Answers.com common stock are encouraged to read UBS' opinion carefully in its entirety. UBS' opinion was provided for the benefit of the Answers.com board of directors, in its capacity as such, in connection with, and for the purpose of, its evaluation of the $10.50 per share consideration to be received in the merger by holders of Answers.com common stock from a financial point of view and does not address any other aspect of the merger. The opinion does not address the relative merits of the merger as compared to other business strategies or transactions that might be available with respect to Answers.com or Answers.com's underlying business decision to effect the merger. The opinion does not constitute a recommendation to any stockholder as to how such stockholder should vote or act with respect to the merger. The following summary of UBS' opinion is qualified in its entirety by reference to the full text of UBS' opinion.

In arriving at its opinion, UBS, among other things:

reviewed certain publicly available business and financial information relating to Answers.com;

reviewed certain internal financial information and other data relating to the business and financial prospects of Answers.com that were not publicly available, including financial forecasts and estimates for the three-month fiscal period ended December 31, 2010 and the fiscal year ending December 31, 2011, in each case prepared by the management of Answers.com, that the Answers.com board of directors directed UBS to utilize for purposes of its analysis;

conducted discussions with members of the senior management of Answers.com concerning the business and financial prospects of Answers.com;

reviewed publicly available financial and stock market data with respect to certain other companies UBS believed to be generally relevant;

compared the financial terms of the merger with the publicly available financial terms of certain other transactions UBS believed to be generally relevant;

reviewed current and historical market prices of Answers.com common stock;

reviewed a draft, dated February 1, 2011, of the merger agreement; and

conducted such other financial studies, analyses and investigations, and considered such other information, as UBS deemed necessary or appropriate.

As a consequence of the fact that management of Answers.com did not believe it could forecast with confidence the financial performance of Answers.com beyond the fiscal year ending December 31, 2011, and therefore did not provide any such forecasts to UBS, UBS did not prepare a discounted cash flow analysis.

36

In connection with its review, with the consent of the Answers.com board of directors, UBS assumed and relied upon, without independent verification, the accuracy and completeness in all material respects of the information provided to or reviewed by UBS for the purpose of its opinion. In addition, with the consent of the Answers.com board of directors, UBS did not make any independent evaluation or appraisal of any of the assets or liabilities, contingent or otherwise, of Answers.com, and it was not furnished with any such evaluation or appraisal. With respect to the financial forecasts and estimates referred to above, UBS assumed, at the direction of the Answers.com board of directors, that such forecasts and estimates had been reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of Answers.com as to the future financial performance of Answers.com. UBS' opinion was necessarily based on economic, monetary, market and other conditions as in effect on, and the information available to UBS as of, the date of its opinion.

At the request of the Answers.com board of directors, UBS contacted third parties to solicit indications of interest in a possible transaction with Answers.com and held discussions with certain of these parties prior to February 2, 2011. In addition, at the direction of the Answers.com board of directors, UBS was not asked to, and it did not, offer any opinion as to the terms, other than the $10.50 per share consideration to the extent expressly specified in UBS' opinion, of the merger agreement or the form of the merger. In addition, UBS expressed no opinion as to the fairness of the amount or nature of any compensation to be received by any officers, directors or employees of any parties to the merger, or any class of such persons, relative to the $10.50 per share consideration. UBS also expressed no opinion as to the consideration receivable in the merger by the holders of the Answers.com S eries A convertible preferred stock or S eries B convertible preferred stock or as to the relative fairness of any portion of the consideration to holders of shares of Answers.com common stock, on the one hand, and holders of shares of any series of Answers.com preferred stock, on the other hand. In rendering its opinion, UBS assumed, with the consent of the Answers.com board of directors, that (i) the final executed form of the merger agreement would not differ in any material respect from the draft that UBS reviewed, (ii) the parties to the merger agreement would comply with all material terms of the merger agreement, and (iii) the merger would be consummated in accordance with the terms of the merger agreement without any adverse waiver or amendment of any material term or condition thereof. Except as described above, Answers.com imposed no other instructions or limitations on UBS with respect to the investigations made or the procedures followed by UBS in rendering its opinion. The issuance of UBS' opinion was approved by an authorized committee of UBS.

In connection with rendering its opinion to the Answers.com board of directors, UBS performed a variety of financial and comparative analyses which are summarized below. The following summary is not a complete description of all analyses performed and factors considered by UBS in connection with its opinion. The preparation of a fairness opinion is a complex process involving subjective judgments and is not necessarily susceptible to partial analysis or summary description. With respect to the selected companies analysis and the selected transactions analysis summarized below, no company or transaction used as a comparison was identical to Answers.com or the merger. These analyses necessarily involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the public trading or acquisition values of the companies concerned.

UBS believes that its analyses and the summary below must be considered as a whole and that selecting portions of its analyses and factors or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying UBS' analyses and opinion. UBS did not draw, in isolation, conclusions from or with regard to any one factor or method of analysis for purposes of its opinion, but rather arrived at its ultimate opinion based on the results of all analyses undertaken by it and assessed as a whole.

The estimates of the future performance of Answers.com provided by Answers.com or derived from public sources in or underlying UBS' analyses are not necessarily indicative of future results or values, which may be significantly more

or less favorable than those estimates. In performing its analyses, UBS considered industry performance, general business and economic conditions and other matters, many of which were beyond the control of Answers.com. Estimates of the financial value of companies do not purport to be appraisals or necessarily reflect the prices at which businesses or securities actually may be sold or acquired.

The $10.50 per share consideration was determined through negotiation between Answers.com and AFCV and the decision by Answers.com to enter into the merger was solely that of the Answers.com board of directors. UBS' opinion and financial analyses were only one of many factors considered by the Answers.com board of directors in its evaluation of the merger and should not be viewed as determinative of the views of the Answers.com board of directors or management with respect to the merger or the $10.50 per share consideration.

The following is a brief summary of the material financial analyses performed by UBS and reviewed with the Answers.com board of directors on February 2, 2011 in connection with its opinion relating to the proposed merger. The financial analyses summarized below include information presented in tabular format. In order for UBS' financial analyses to be fully understood, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of UBS' financial analyses.

Selected Companies Analysis

UBS compared selected financial and stock market data of Answers.com with corresponding data of the following nine selected publicly traded internet digital media companies:

AOL Inc.
Google Inc.
IAC/InterActiveCorp
InfoSpace, Inc.
Local.com Corporation
Marchex, Inc.
QuinStreet, Inc.
ValueClick, Inc.
Yahoo Inc.

UBS reviewed, among other things, the enterprise values of the selected companies, calculated as diluted equity market value based on closing stock prices on February 1, 2011, plus debt at book value, preferred stock at liquidation value and minority interests at book value, less cash, cash equivalents and, as appropriate, the value estimated in publicly available equity research for certain unconsolidated investments, non-core domains and overseas operations, as multiples of the latest 12 months (referred to as LTM) actual, and 2010 and 2011 estimated, (i) revenue, (ii) earnings before interest, taxes, depreciation and amortization (referred to as EBITDA) and (iii) EBITDA adjusted to exclude stock-based compensation expense (referred to as Adjusted EBITDA). UBS then compared these multiples derived for the selected companies with corresponding multiples implied for Answers.com based both on the closing price per share of Answers.com common stock on February 1, 2011 and the $10.50 per share consideration. Financial data for the selected companies were based on publicly available research analysts' consensus estimates, public filings and other publicly available information. Financial data for Answers.com were based on public filings and, for estimated financial data, internal estimates of Answers.com's management. This analysis indicated the following implied high, mean, median and low multiples for the selected companies, as compared to corresponding multiples implied for Answers.com:

	Enterprise Value as a Multiple of								
	Revenue			EBITDA			Adjusted EBITDA		
	LTM(1)	2010E	2011E	LTM(1)	2010E	2011E	LTM(1)	2010E	2011E
Multiples for Selected Companies:									
High	7.8 x	7.8 x	6.4 x	17.3 x	16.6 x	13.5 x	22.9 x	23.3 x	11.7 x
Mean	2.3 x	2.2 x	2.0 x	8.9 x	8.7 x	8.0 x	9.1 x	9.0 x	7.3 x
Median	2.0 x	1.9 x	1.7 x	7.5 x	7.4 x	7.2 x	6.3 x	5.9 x	6.4 x
Low	0.4 x	0.4 x	0.4 x	3.6 x	3.2 x	4.7 x	2.7 x	3.1 x	3.2 x
Multiples for Answers.com:									
Closing Price on February 1, 2011 of $8.78	3.6 x	3.6 x	2.9 x	14.5 x	14.3 x	9.3 x	11.8 x	11.9 x	8.3 x
Per Share Consideration of $10.50	4.8 x	4.7 x	3.8 x	18.9 x	18.7 x	12.1 x	15.3 x	15.5 x	10.8 x

(1) LTM figures were calculated as of September 30, 2010, the most recent quarter for which financial results were available, except with respect to Google Inc. and Yahoo Inc., for which LTM figures were calculated as of December 31, 2010.

Selected Transactions Analysis

UBS reviewed the following nine selected transactions involving internet digital media companies:

Announcement Date	Target	Acquiror
September, 2010	Internet Brands, Inc.	Hellman & Friedman Capital Partners VI, L.P.
July, 2010	Health Grades, Inc.	Vestar Capital Partners V, L.P.
June, 2010	CreditCards.com	Bankrate, Inc.
June, 2010	NetQuote	Bankrate, Inc.
July, 2009	Bankrate, Inc.	Apax Partners
August, 2008	Greenfield Online, Inc.	Microsoft Corporation
August, 2008	Daily Candy, Inc.	Comcast Corporation
April, 2008	Adify Corporation	Cox Enterprises, Inc.
February, 2008	InsureMe, Inc.	Bankrate, Inc.

UBS reviewed, among other things, transaction values in the selected transactions, calculated as the purchase price paid for the target company's equity, plus debt at book value, preferred stock at liquidation value and minority interests at book value, less cash and cash equivalents, as multiples, for the four transactions for which data were available to allow for the calculation of multiples, of LTM and forward (defined as the current fiscal year for transactions announced in the first half of the fiscal year, and the next fiscal year for transactions announced in the second half of the fiscal year) revenue, EBITDA and Adjusted EBITDA. UBS then compared these multiples derived for the selected transactions with corresponding multiples implied for Answers.com based on the $10.50 per share consideration. Multiples for the selected transactions were based on publicly available information as of the time of announcement of the relevant transaction including, for forward multiples, publicly disclosed management forecasts. Financial data for Answers.com were based on public filings and, for forward multiples, internal estimates

of Answers.com's management. This analysis indicated the following implied high, mean, median and low multiples for the selected transactions, as compared to corresponding multiples implied for Answers.com:

	Transaction Value as a Multiple of											
	Revenue				EBITDA				Adjusted EBITDA			
	LTM		Forward		LTM		Forward		LTM		Forward	
Multiples for Selected Transactions:												
High	5.4	x	4.2	x	19.8	x	11.8	x	17.4	x	10.9	x
Mean	4.1	x	3.2	x	15.5	x	10.4	x	13.4	x	9.4	x
Median	4.0	x	3.0	x	14.8	x	10.3	x	13.2	x	9.3	x
Low	3.1	x	2.6	x	12.6	x	9.3	x	9.9	x	8.0	x
Multiples for Answers.com: Per Share Consideration of $10.50	4.8	x	3.8	x	18.9	x	12.1	x	15.3	x	10.8	x

Miscellaneous

Under the terms of UBS' engagement, Answers.com agreed to pay UBS for its financial advisory services in connection with the merger an aggregate fee currently estimated to be approximately $2.3 million, $650,000 of which was payable in connection with UBS' opinion and the remainder of which is contingent upon consummation of the merger. In addition, Answers.com agreed to reimburse UBS for certain expenses, including reasonable fees, disbursements and other charges of counsel, and to indemnify UBS and related parties against liabilities, including liabilities under federal securities laws, relating to, or arising out of, its engagement. In the ordinary course of business, UBS and its affiliates may hold or trade, for their own accounts and the accounts of their customers, securities of Answers.com or of affiliates of AFCV and, accordingly, may at any time hold a long or short position in such securities. Answers.com selected UBS as its financial advisor in connection with the merger because UBS is an internationally recognized investment banking firm with substantial experience in similar transactions and because of UBS' general familiarity with companies in the digital media industry. UBS is regularly engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, leveraged buyouts, negotiated underwritings, competitive bids, secondary distributions of listed and unlisted securities and private placements.

Debt Financing of the Merger

The merger agreement does not contain any financing condition. However, the borrower has obtained debt financing commitments from (i) Wells Fargo and (ii) the Summit lenders, on the terms and conditions set forth in the debt commitment letters each dated February 2, 2011, for the transactions contemplated by the merger agreement. The commitment from Wells Fargo is to provide $50,000,000 in a senior secured term loan facility (the "senior credit facility") and the commitment from the Summit lenders is to provide $50,000,000 in exchange for senior subordinated notes (the "senior subordinated notes"). The aggregate commitments of Wells Fargo and the Summit lenders, together with cash of Answers.com expected to be on hand at the time of the merger and other sources of cash available to AFCV, are expected to be sufficient for AFCV and Merger Sub to pay the aggregate merger consideration and all transaction expenses.

The commitments to provide the senior credit facility and to lend in respect of the senior subordinated notes as described above are subject to customary closing conditions, applicable to each commitment on an independent basis unless otherwise noted, including the following material conditions:

- the execution and delivery of definitive financing documents consistent with the terms of the commitment letters and otherwise reasonably satisfactory to the borrower and the applicable lenders;

the receipt by the lenders of customary legal opinions;

the receipt by the lenders of a certificate as to the solvency of the Loan Parties (as such term is used in the applicable debt commitment letter);

the receipt by Wells Fargo of all documents to perfect or evidence its first priority security interest in and liens on the collateral, subject to customary provisions providing that, with respect to all types of collateral other than collateral that may be perfected by the filing of a financing statement under the Uniform Commercial Code or the delivery of certificates representing certificated equity interests, borrower need only use commercially reasonable efforts to provide or perfect such collateral by the closing date;

all principal, interest and other amounts outstanding in connection with existing debt of the Loan Parties will have been paid in full and all liens securing such debt will be released, except as otherwise provided;

all fees and expenses payable to Wells Fargo and the Summit lenders and their respective counsel shall have been paid;

the receipt by the lenders of documentation relating to the merger and the consummation of the merger, without waiver, modification or consent thereunder that is materially adverse to Wells Fargo or the Summit lenders, as applicable, unless approved by Wells Fargo or the Summit lenders, as applicable;

the receipt by the lender of a pro forma balance sheet for the borrower;

the borrower and its subsidiaries (including the surviving corporation in the merger) will have at least $15,000,000 of unrestricted and unencumbered cash and cash equivalents;

no material adverse effect (as defined in a manner substantially consistent with the definition of that term in the merger agreement, a summary of which appears under “The Merger Agreement — Representations and Warranties” beginning on page 57 of this document) on Answers.com shall have occurred since the date of the merger agreement and be continuing on the closing date;

the representations and warranties specified in the commitment letter shall be true and correct in all material respects, subject to customary provisions providing that, with respect to representations and warranties in the merger agreement relating to Answers.com, the availability of the financing may be conditioned upon the accuracy of such representations only if such representations are material to the lenders and only to the extent their accuracy is a condition to AFCV’s obligation to close under the merger agreement;

the receipt by the lenders of specified documentation and information required by regulatory authorities;

with respect to the commitment by the Summit lenders, consummation of the debt financing from Wells Fargo or Wells Fargo shall be ready to fund at least $50,000,000 under its commitment contingent solely upon the receipt by borrower of at least $50,000,000 of proceeds from the Summit lenders; and

with respect to the commitment by Wells Fargo, consummation of the debt financing from the Summit lenders.

Interests of Answers.com Directors and Executive Officers in the Merger

When considering our board of directors’ recommendation that Answers.com stockholders vote in favor of the proposal to adopt the merger agreement, Answers.com’s stockholders should be aware that our directors and executive officers may have interests in the merger that differ from, or are in addition to, the interests of other Answers.com stockholders. These interests create a potential conflict of interest and may be perceived to have affected their decision to support or approve the merger. Our board of directors was aware of these potential conflicts of interest during its deliberations on the merits of the merger and in making its decisions in approving the merger agreement and the transactions contemplated thereby, including the merger.

These interests include the following:

indemnification rights and coverage for our officers and directors will continue under existing policies or new directors' and officers' liability insurance policies;

outstanding unvested options held by our non-employee directors will accelerate and be cashed out upon the consummation of the merger;

(a) fifty percent of each of our executive officers unvested options will accelerate upon consummation of the merger, and (b) if any such executive officer is terminated within 12 months following the merger, his remaining unvested options, at the time of termination, will become immediately vested;

certain of our executive officers, pursuant to the terms of their employment agreements, will be entitled to receive an additional month's notice prior to termination, if termination occurs within 12 months following the merger;

all of our executive officers will be entitled to receive change of control bonuses prior to or upon the consummation of the merger pursuant to “single-trigger” change of control arrangements; and

two of our directors, Thomas Dyal and Allen Beasley, are partners of Redpoint and were appointed to our board of directors by affiliates of Redpoint which hold preferred stock.

Answers.com stockholders should be aware of these interests when considering our board of directors’ recommendation that they adopt the merger agreement.

Indemnification and Insurance

Under the terms of the merger agreement, AFCV has agreed to cause the surviving corporation in the merger to indemnify the directors and officers of Answers.com against liability for matters occurring prior to the effective time of the merger for six years following the effective time to the same extent as Answers.com is currently obligated to indemnify these individuals.

AFCV has also agreed to cause the surviving corporation to prepay in full the premium for a “tail” insurance policy, with a claims period of at least six years after the effective time, that provides coverage at least as favorable as the directors’ and officers’ liability insurance policy in place prior to the effective time of the merger, and covering those individuals who are covered under that policy as of the effective time, for claims based upon matters occurring prior to the effective time. AFCV will not be required to expend in excess of a specified amount for the premium on that tail policy, which amount has been determined based upon the current annual premium paid by Answers.com for the directors’ and officers’ liability insurance policy that it currently maintains.

Treatment of Stock Options

Non-employee Directors. All of our non-employee directors hold stock options. In connection with the merger, those stock options, whether vested or unvested, will entitle the holders thereof to receive an amount in cash equal to the excess, if any, of $10.50 multiplied by the number of shares underlying those stock options over the aggregate exercise price of that stock option.

The following table sets forth the number of outstanding vested and unvested in-the-money stock options, including the weighted average exercise price for each, to acquire Answers.com common stock held by Answers.com’s non-employee directors, in each case, as of February 25 , 2011, and the consideration that each of them will receive at the completion of the merger on account of vested options, unvested options that are accelerated on completion of the merger and in the aggregate in respect of all options that each of them holds.

Name	Weighted Average Exercise Price Per Share	No. of Shares Underlying In-The Money Options	Value of Vested and Accelerated In-the-Money Options(1)

		Vested	Accelerated	Vested	Accelerated	Total
Allen Beasley	$ 5.00	26,008	24,217	$ 153,359	$ 122,950	$ 276,309
Tom Dyal	$ 7.74	14,499	28,551	$ 34,085	$ 84,877	$ 118,962
Lawrence S. Kramer	$ 7.26	14,050	14,650	$ 33,180	$ 59,808	$ 92,988
Mark B. Segall	$ 6.81	42,750	14,650	$ 152,285	$ 59,808	$ 212,093
Yehuda Sternlicht	$ 6.53	27,750	14,650	$ 108,530	$ 59,808	$ 168,338
Mark A. Tebbe	$ 6.17	44,403	15,744	$ 196,696	$ 63,604	$ 260,300

(1) Value is net of exercise price payable in connection with exercise of outstanding stock options.

Officers. The following table sets forth the number of outstanding vested and unvested in-the-money stock options, including the weighted average exercise price, to acquire Answers.com common stock held by Answers.com's executive officers, in each case, as of February 25 , 2011. The table also shows the consideration that each of them will receive on account of vested options, unvested options that will accelerate upon the completion of the merger, and the consideration that they will receive following the merger if they remain with Answers.com through the vesting date of all their remaining unvested options and in the aggregate in respect of all options that each of them holds. Under the terms of the merger agreement, an executive officer whose options are not vested or do not accelerate upon consummation of the merger will receive following the merger, if they remain employed by the surviving corporation at the time the options would otherwise vest, an amount equal to $10.50 multiplied by the number of shares subject to the options that have become vested less the aggregate exercise price for such options. Under the terms of their employment agreements, (a) fifty percent of each of our executive officers, unvested options will accelerate upon consummation of a change of control transaction, and (b) if any such executive officer is terminated within 12 months following such change of control transaction, his remaining unvested options held by such executive officer, at the time of termination, will become immediately vested. The merger will constitute a change of control for these purposes.

Name	Weighted Average Exercise Price Per Share of In-The-Money Options ($)	No. of Shares Underlying In-The-Money Options			Value of in-the-money options - $ (1)			
		Vested	Accelerated	Unvested	Vested	Accelerated	Unvested (2)	Total
Robert Rosenschein	$ 5.31	277,088	23,938	23,938	$ 1,493,527	$ 96,681	$ 96,681	$ 1,686,889
Bruce D. Smith	$ 6.61	46,690	25,255	25,255	$ 173,812	$ 102,044	$ 102,044	$ 377,900
Steve Steinberg	$ 5.44	68,476	23,532	23,532	$ 391,088	$ 96,557	$ 96,557	$ 584,202
Jeff Schneiderman	$ 5.81	47,532	23,550	23,550	$ 250,737	$ 96,692	$ 96,692	$ 444,121
Caleb Chill	$ 5.89	23,506	19,647	19,647	$ 125,405	$ 82,182	$ 82,182	$ 289,769

(1) Value is net of exercise price payable in connection with exercise of outstanding stock options.
(2) Based on current vesting schedule and continued employment.

Termination Following Change of Control

Under the terms of their respective employment agreements, certain of our executive officers are entitled to receive three months advance notice prior to a termination of employment, provided that, upon a change of control, these executive officers are entitled to one additional month of notice prior to a termination of employment if such termination occurs within 12 months of the change of control. The merger will constitute a change of control for these purposes.

Special Change of Control Bonus

Upon the consummation of the merger, our executive officers will each be entitled to receive a bonus in consideration of their efforts in connection with the merger. The amount of the bonus that will be payable to each of the executive offices is as follows.

Bob Rosenschein	$40,000
Bruce Smith	$40,000
Steve Steinberg	$60,000
Jeff Schneiderman	$40,000
Caleb Chill	$60,000
Total	$240,000

Ownership of Series A S tock , Series B S tock and Warrants

Mr. Beasely and Mr. Dyal are each partners with Redpoint Ventures. Funds affiliated with and managed by Redpoint Ventures own all of Answers.com's outstanding Series A stock and Series B stock. They also own warrants to acquire 666,667 shares of Answers.com common stock with an exercise price of $4.95 per share and warrants to acquire 636,364 shares of Answers.com common stock with an exercise price of $6.05 per share.

Appraisal Rights

Under the Delaware General Corporation Law, holders of Answers.com stock have the right to demand appraisal of their shares in connection with the merger and to receive, in lieu of the merger consideration, payment in cash for the fair value of their shares, together with a fair rate of interest, as determined by the Delaware Court of Chancery (the "Chancery Court"). Stockholders electing to exercise appraisal rights must comply with the provisions of Section 262 in order to perfect their rights. Answers.com will require strict compliance with the statutory procedures.

The following is intended as a brief summary of the material provisions of the Delaware statutory procedures required to be followed by a stockholder in order to demand and perfect appraisal rights. This summary, however, is not a complete statement of all applicable requirements and is qualified in its entirety by reference to Section 262, the full text of which appears in Annex B to this proxy statement.

Section 262 requires that stockholders, as of the record date of the special meeting, be notified that appraisal rights will be available not less than 20 days before the special meeting. A copy of Section 262 must be included with such notice. This proxy statement constitutes our notice to stockholders of the availability of appraisal rights in connection with the merger in compliance with the requirements of Section 262.

If you elect to demand appraisal of your shares, you must satisfy each of the following conditions:

You must deliver to the company a written demand for appraisal of your shares before the vote to adopt the merger agreement is taken at the special meeting. This written demand for appraisal must be in addition to and separate from any proxy or vote abstaining from or voting against the adoption of the merger agreement. Voting against or failing to vote for the adoption of the merger agreement by itself does not constitute a demand for appraisal within the meaning of Section 262.

You must not vote in favor of the adoption of the merger agreement. A vote in favor of the adoption of the merger agreement, by proxy, over the Internet, by telephone or in person, will constitute a waiver of your appraisal rights in respect of the shares so voted and will nullify any previously filed written demands for appraisal.

You must continuously hold your shares through the effective time.

If you fail to comply with any of these conditions and the merger is consummated, you will be entitled to receive the cash payment for your shares as provided for in the merger agreement if you are the holder of record at the effective time, but you will have no appraisal rights with respect to your shares. A proxy card which is signed and does not contain voting instructions will, unless revoked, be voted “FOR” the adoption of the merger agreement, will constitute a waiver of your right of appraisal and will nullify any previous written demand for appraisal.

All demands for appraisal should be addressed to the Corporate Secretary of the Company at 237 West 35th Street, Suite 1101, New York, NY 10001, Attention: Corporate Secretary, and must be delivered before the vote to adopt the merger agreement is taken at the special meeting, and should be executed by, or on behalf of, the record holder of the shares in respect of which appraisal is being demanded. The demand must reasonably inform us of the identity of the stockholder and the intention of the stockholder to demand appraisal of his, her or its shares.

To be effective, a demand for appraisal by a holder of stock must be made by, or on behalf of, such record stockholder. The demand should set forth, fully and correctly, the record stockholder’s name as it appears on his or her stock certificate(s). The demand must state that the stockholder intends thereby to demand appraisal of such holder’s shares in connection with the merger. Beneficial owners who do not also hold the shares of record may not directly make appraisal demands to the company. The beneficial holder must, in such cases, have the record holder (often a broker, bank or other nominee) submit the required demand in respect of those shares.

If shares are owned of record in a fiduciary capacity, such as by a trustee, guardian or custodian, execution of a demand for appraisal should be made in that capacity; and if the shares are owned of record by more than one person, as in a joint tenancy or tenancy in common, the demand should be executed by or for all joint owners. An authorized agent, including an authorized agent for two or more joint owners, may execute the demand for appraisal for a stockholder of record; however, the agent must identify the record owner or owners and expressly disclose the fact that, in executing the demand, he or she is acting as agent for the record owner. A record owner, such as a broker, who holds shares as a nominee for others, may exercise the right of appraisal with respect to the shares held for one or more beneficial owners, while not exercising this right for other beneficial owners. In that case, the written demand should state the number of shares as to which appraisal is sought. Where no number of shares is expressly mentioned, the demand will be presumed to cover all shares held in the name of the record owner.

45

If you hold your shares in a brokerage account or in other nominee form and you wish to exercise appraisal rights, you should consult with your broker or the other nominee to determine the appropriate procedures for the making of a demand for appraisal by the nominee.

Within 10 days after the effective time, the surviving corporation must give written notice that the merger has become effective to each stockholder who has properly submitted a written demand for appraisal and who did not vote in favor of the merger agreement. At any time within 60 days after the effective time, any stockholder who has not commenced an appraisal proceeding or joined such a proceeding as a named party has the right to withdraw the demand and to accept the cash payment specified by the merger agreement for such stockholder's shares. Within 120 days after the effective time, either the surviving corporation or any stockholder who has complied with the requirements of Section 262 may file a petition in the Chancery Court, with a copy served on the surviving corporation in the case of a petition filed by a stockholder, demanding a determination of the fair value of the shares held by all stockholders entitled to appraisal. The surviving corporation has no obligation and presently has no intention to file such a petition in the event there are stockholders who demand appraisal of their shares, and stockholders seeking to exercise appraisal rights should not assume that the surviving corporation will file such a petition or initiate any negotiations with respect to the fair value of such shares. Accordingly, stockholders who desire to have their shares appraised should initiate all necessary action to perfect their appraisal rights within the time prescribed in Section 262. The failure of a stockholder to file such a petition within the period specified could nullify the stockholder's previous written demand for appraisal.

If a petition for appraisal is duly filed by a stockholder and a copy of the petition is delivered to the surviving corporation, the surviving corporation will then be obligated, within 20 days after receiving service of a copy of the petition, to file with the Delaware Register in Chancery a duly verified list containing the names and addresses of all stockholders who have demanded payment for their shares and with whom agreements as to the value of their shares have not been reached. Within 120 days after the effective time, any stockholder who has complied with the applicable provisions of Section 262 will be entitled, upon written request, to receive from the surviving corporation a statement setting forth the aggregate number of shares not voted in favor of adoption of the merger agreement and with respect to which demands for appraisal were received by the company and the number of holders of such shares. Such statement must be mailed to the stockholder within 10 days after the written request has been received by the surviving corporation or within 10 days after expiration of the period for delivery of appraisal demands, whichever is later. A person who is the beneficial owner of shares of such stock held either in a voting trust or by a nominee on behalf of such person may, in such person's own name, file an appraisal petition or request from us the statement described in this paragraph.

After notice to the stockholders seeking appraisal rights as required by the Chancery Court, the Chancery Court is empowered to conduct a hearing upon the petition, and determine which stockholders have complied with Section 262 and have thereby become entitled to the appraisal rights. The Chancery Court may require the stockholders who have demanded appraisal for their shares to submit their stock certificates to the Register in Chancery for notation thereon of the pendency of the appraisal proceedings; and if any stockholder fails to comply with that direction, the Chancery Court may dismiss the proceedings as to that stockholder.

After determination of the stockholders entitled to appraisal of their shares, the Chancery Court will appraise the shares, determining their fair value exclusive of any element of value arising from the accomplishment or expectation of the merger, together with a fair rate of interest to be paid upon the amount determined to be the fair value. Unless the Chancery Court in its discretion determines otherwise for good cause shown, interest from the effective date of the merger through the date of payment of the judgment shall be compounded quarterly and shall accrue at 5% over the Federal Reserve discount rate (including any surcharge) as established from time to time during the period between the effective date of the merger and the date of payment of the judgment. When the value is determined, the Chancery Court will direct the payment of such value, with interest thereon accrued during the pendency of the proceeding, if

the Chancery Court so determines, to the stockholders entitled to receive the same, in the case of holders of uncertificated shares forthwith, and in the case of holders of shares represented by certificates, upon surrender of the certificates representing those shares.

In determining fair value and, if applicable, a fair rate of interest, the Chancery Court is required to take into account all relevant factors. In Weinberger v. UOP, Inc., the Delaware Supreme Court discussed the factors that could be considered in determining fair value in an appraisal proceeding, stating that "proof of value by any techniques or methods that are generally considered acceptable in the financial community and otherwise admissible in court" should be considered, and that "fair price obviously requires consideration of all relevant factors involving the value of a company." The Delaware Supreme Court has stated that, in making this determination of fair value, the court must consider "market value, asset value, dividends, earnings prospects, the nature of the enterprise and any other facts that could be ascertained as of the date of the merger that throw any light on future prospects of the merged corporation." Section 262 provides that fair value is to be "exclusive of any element of value arising from the accomplishment or expectation of the merger." In Cede & Co. v. Technicolor, Inc., the Delaware Supreme Court stated that such exclusion is a "narrow exclusion [that] does not encompass known elements of value," but which rather applies only to the speculative elements of value arising from such accomplishment or expectation. In Weinberger , the Supreme Court of Delaware also stated that "elements of future value, including the nature of the enterprise, which are known or susceptible of proof as of the date of the merger and not the product of speculation, may be considered." In determining fair value for appraisal purposes under Section 262, the Chancery Court might, or might not, employ some or all of the valuation analyses utilized by the company's financial advisors as described in summary fashion under the headings " — Opinion of the Financial Advisor to the Answers.com board of directors," beginning on page 36 of this document. Although Answers.com believes that the merger consideration is fair, no representation is made as to the outcome of the appraisal of fair value as determined by the Chancery Court, and you should be aware that the fair value of your shares as determined under Section 262 could be more, the same, or less than the value that you are entitled to receive under the terms of the merger agreement. Moreover, the surviving corporation does not currently anticipate offering more than the value that you are entitled to receive under the terms of the merger agreement to any stockholder exercising appraisal rights and reserves the right to assert, in any appraisal proceeding, that, for purposes of Section 262, the "fair value" of a share is less than the merger consideration.

Costs of the appraisal proceeding may be imposed upon the surviving corporation and/or the stockholders participating in the appraisal proceeding by the Chancery Court as the Chancery Court deems equitable in the circumstances. Upon the application of a stockholder, the Chancery Court may order all or a portion of the expenses incurred by any stockholder in connection with the appraisal proceeding, including, without limitation, reasonable attorneys' fees and the fees and expenses of experts, to be charged pro rata against the value of all shares entitled to appraisal. Any stockholder who has demanded appraisal rights will not, after the effective time, be entitled to vote shares subject to that demand for any purpose or to receive payments of dividends or any other distribution with respect to those shares, other than with respect to payments becoming due prior to the effective time; however, if no petition for appraisal is filed within 120 days after the effective time, or if the stockholder delivers a written withdrawal of such stockholder's demand for appraisal and an acceptance of the terms of the merger within 60 days after the effective time, then the right of that stockholder to appraisal will cease and that stockholder will be entitled to receive the cash payment for shares of his, her or its stock pursuant to the merger agreement. Any withdrawal of a demand for appraisal made more than 60 days after the effective time may only be made with the written approval of the surviving corporation. Once a petition for appraisal has been filed, the appraisal proceeding may not be dismissed as to any stockholder without the approval of the Chancery Court.

Failure to comply with all of the procedures set forth in Section 262 will result in the loss of a stockholder's statutory appraisal rights.

If you have any questions regarding your right to exercise appraisal rights, you are strongly encouraged to seek the advice of legal counsel.

Material U.S. Federal Income Tax Consequences of the Merger

The following is a general summary of certain material U.S. federal income tax consequences to holders of shares of Answers.com common stock and preferred stock upon the exchange of shares of their Answers.com common stock and preferred stock for cash in the merger. This summary is based on the Internal Revenue Code of 1986, as amended (the "Code"), Treasury regulations, administrative rulings and court decisions, all as in effect as of the date hereof and all of which are subject to differing interpretations and/or change at any time (possibly with retroactive effect). In addition, this summary is not a complete description of all the tax consequences of the merger and, in particular, may not address U.S. federal income tax considerations for holders of Answers.com common stock and preferred stock received in connection with the exercise of employee stock options or otherwise as compensation, holders that validly exercise their rights under Delaware law to object to the merger, or holders subject to special treatment under U.S. federal income tax law (such as insurance companies, banks, tax-exempt entities, financial institutions, broker-dealers, partnerships, S corporations or other pass-through entities, mutual funds, traders in securities who elect the mark-to-market method of accounting, tax-deferred or other retirement accounts, holders subject to the alternative minimum tax, U.S. persons that have a functional currency other than the U.S. dollar, certain former citizens or residents of the United States or holders that hold shares of Answers.com common stock and preferred stock as part of a hedge, straddle, integration, constructive sale or conversion transaction). In addition, this summary does not discuss any consequences to holders of options or warrants to purchase shares of Answers.com common stock and preferred stock, or any aspect of state, local, non-income or foreign tax law that may be applicable to any holder of Answers.com common stock and preferred stock. This summary assumes that holders own shares of Answers.com common stock and preferred stock as capital assets.

We have not sought and will not seek any opinion of counsel or any ruling from the Internal Revenue Service with respect to the matters discussed herein.

For purposes of this discussion, a U.S. Holder is a beneficial owner of shares of Answers.com common stock and preferred stock that is, for U.S. federal income tax purposes, a citizen or resident of the U.S., a corporation (or any other entity or arrangement treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the U.S., any state, or the District of Columbia, any estate the income of which is subject to U.S. federal income taxation regardless of its source, and any trust if (i) a court within the United States is able to exercise primary supervision over the administration of the trust, and (ii) one or more U.S. persons have the authority to control all substantial decisions of the trust (a "U.S. Holder").

The term "Non-U.S. Holder" means a beneficial owner, other than a partnership, of shares of Answers.com common stock and preferred stock that is not a U.S. Holder.

If a partnership (including any entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds shares of Answers.com common stock and preferred stock, the tax treatment of a holder that is a partner in the partnership generally will depend upon the status of the partner and the activities of the partnership. Such holders should consult their own tax advisors regarding the tax consequences of exchanging the shares of Answers.com common stock and preferred stock in the merger.

U.S. Holders

The exchange of shares of Answers.com common stock and preferred stock for cash in the merger will be a taxable transaction to U.S. Holders for U.S. federal income tax purposes, and a U.S. Holder who receives cash for shares of Answers.com common stock and preferred stock in the merger will generally recognize gain or loss equal to the difference, if any, between the amount of cash received and the holder's adjusted tax basis in the shares of Answers.com common stock and preferred stock. Gain or loss must be determined separately for each block of shares

(i.e., shares acquired at the same cost in a single transaction). Such gain or loss will be capital gain or loss, and will be long-term capital gain or loss if such U.S. Holder's holding period for the shares of Answers.com common stock and preferred stock is more than one year at the time of the exchange of such holder's shares of Answers.com common stock and preferred stock for cash. Long-term capital gains recognized by a non-corporate holder generally are subject to tax at a lower rate than short-term capital gains or ordinary income. There are limitations on the deductibility of capital losses.

As discussed below (see " — Material Israeli Income Tax Consequences of the Merger" beginning on page 50 of this document), payments made to a U.S. Holder with respect to shares of Answers.com common stock and preferred stock exchanged for cash in the merger may be subject to Israeli withholding tax. U.S. Holders may be entitled to a deduction or foreign tax credit for such withholding tax in computing such U.S. Holder's U.S. federal income tax liability, subject to applicable conditions and limitations, including in the case of the foreign tax credit that such U.S. Holder has sufficient foreign source taxable income in order to claim the full amount of the credit. Gain from the receipt by U.S. Holders of cash in the Merger generally will be U.S. source gain for foreign tax credit purposes. Unused foreign tax credits may be carried back two years or forward ten years. The foreign tax credit rules are complex, and U.S. Holders should consult their own tax advisors regarding the deduction or credit for any such Israeli withholding tax.

Payments made with respect to shares of Answers.com common stock and preferred stock exchanged for cash in the merger may be subject to information reporting, and such payments will be subject to U.S. federal backup withholding tax unless the U.S. Holder (i) furnishes an accurate tax identification number or otherwise complies with applicable U.S. information reporting or certification requirements (typically, by completing and signing an IRS Form W-9) or (ii) is a corporation or other exempt recipient and, when required, demonstrates such fact. Backup withholding is not an additional tax and any amounts withheld under the backup withholding rules may be refunded or credited against a U.S. Holder's U.S. federal income tax liability, if any, provided that such U.S. Holder furnishes the required information to the Internal Revenue Service in a timely manner.

Non-U.S. Holders

Any gain realized on the receipt of cash in the merger by a Non-U.S. Holder generally will not be subject to U.S. federal income tax unless:

- the Non-U.S. Holder is an individual who is present in the United States for 183 days or more in the taxable year of the merger, and certain other conditions are met, in which case such Non-U.S. Holder generally will be subject to a tax equal to 30% (or, if applicable, a lower treaty rate) of the Non-U.S. Holder's net gain realized in the merger, which may be offset by U.S. source capital losses; or

- the gain is effectively connected with the conduct of a trade or business of the Non-U.S. Holder in the United States (and, if required by an applicable income tax treaty, is attributable to a U.S. permanent establishment of the Non-U.S. Holder), in which case such Non-U.S. Holder will be subject to U.S. federal income tax on that gain on a net income basis in the same manner as if such Non-U.S. Holder were a U.S. Holder. In addition, a corporate Non-U.S. Holder may be subject to a branch profits tax equal to 30% (or, if applicable, a lower treaty rate) of the effectively connected earnings and profits attributable to such gain, subject to adjustments.

In general, a Non-U.S. Holder will not be subject to backup withholding and information reporting with respect to a payment made with respect to shares of Answers.com common stock and preferred stock exchanged for cash in the merger if the Non-U.S. Holder has provided an IRS Form W-8BEN (or an IRS Form W-8ECI if the Non-U.S. Holder's gain is effectively connected with the conduct of a U.S. trade or business). If shares are held through a foreign partnership or other flow-through entity, certain documentation requirements also apply to the partnership or other flow-through entity. Backup withholding is not an additional tax and any amounts withheld under the backup withholding rules may be refunded or credited against a Non-U.S. Holder's U.S. federal income tax liability, if any, provided that such Non-U.S. Holder furnishes the required information to the Internal Revenue Service in a timely manner.

EACH HOLDER OF ANSWERS.COM COMMON STOCK AND PREFERRED STOCK SHOULD CONSULT HIS, HER OR ITS OWN TAX ADVISORS TO DETERMINE THE U.S. FEDERAL INCOME TAX CONSEQUENCES APPLICABLE TO THAT HOLDER AS A RESULT OF THE MERGER, AND ANY STATE, LOCAL OR FOREIGN TAX CONSEQUENCES RELEVANT TO THAT HOLDER AS A RESULT OF THE MERGER.

Material Israeli Tax Consequences of the Merger

Absent receipt of a ruling or exemption, discussed below, Answers.com's stockholders will generally be subject to Israeli withholding tax at the rate of 20% (for individuals) and 25% (for corporations) on the gross consideration received in the merger. Following the execution of the merger agreement Answers.com filed a request for a tax ruling from the Israeli Tax Authority with respect to the withholding tax applicable to payments of consideration to stockholders under the merger. The tax ruling requested by Answers.com, if obtained, would provide, among other things, that:

Payments to eligible Israeli brokers or Israeli financial institutions solely on behalf of beneficial stockholders will not be subject to Israeli withholding tax, and the relevant Israeli broker or Israeli financial institution will withhold Israeli tax, if any, as required by Israeli law; and

Payments to Eligible Stockholders, who certify that they are non-Israeli residents for purposes of the Israeli Income Tax Ordinance (New Version), 1961, as amended (the "ITO"), will not be subject to Israeli withholding tax.

Declaration of Status forms for Israeli Tax purposes, shall be provided to the stockholders.

For purposes of the tax ruling mentioned above on "Eligible Stockholder" is a stockholder who (i) acquired their Answers.com stock on or after the Answers.com initial public offering in October and (ii) is not a Five Percent Stockholders. A"Five Percent Stockholder" means a stockholder who holds or is entitled to purchase, directly or indirectly, alone or together with a relative thereof, one of the following:

at least five percent of the issued and outstanding Answers.com stock.

at least five percent of the voting rights of Answers.com.

the right to receive at least five percent of Answers.com's profits or its assets upon liquidation.

the right to appoint a manager/director.

A "relative" of a person is defined as the spouse, brother, sister, parents, grandparents, descendants and the descendants of the spouse of such person, and the spouse of any of the foregoing.

Certain stockholders who are not entitled to an exemption from Israeli withholding tax under the above mentioned tax ruling (including U.S. stockholders who do not qualify under such tax ruling but are eligible to claim benefits under the U.S.-Israel income tax treaty) may nonetheless be entitled to separately obtain from the Israeli Tax Authority a certificate of exemption from withholding or an individual tax ruling providing for no withholding or withholding at a reduced rate. The purchaser or the exchange agent is required to withhold in accordance with such a valid certificate or ruling (as determined in their discretion) that is provided to them at least three business days prior to the date of the applicable payment.

Payments to be made to stockholders not covered by a tax ruling or exemption certificate will be subject to Israeli withholding tax at the fixed rate of 20% for individuals and 25% for corporations.

Stockholders who received or acquired their Answers.com shares or were granted options under one or more of the Answers.com stock incentive plans, or otherwise as compensation for employment or services provided to Answers.com, may be subject to different tax rates.

Following the execution of the merger agreement, Answers.com filed a request for a tax ruling from the Israeli Tax Authority with respect to the withholding tax applicable to payments of consideration in the merger to holders of vested stock options and common stock subject to Section 102 of the ITO and with respect to unvested stock options. The tax ruling requested by Answers.com, if obtained, would confirm, among other things:

- that the statutory holding period with respect to vested stock options, and common stock subject to Section 102 of the ITO, will continue uninterrupted from the original date of grant and will not recommence as a result of the transactions contemplated by the merger agreement; provided that the consideration paid to the holders of vested stock options and common stock is deposited with the trustee appointed by Answers.com's Israeli subsidiary, in accordance with Section 102 of the ITO, for the duration of the statutory holding period; and

- the tax consequences of the rights granted under the merger agreement in lieu of unvested stock options granted under Section 102 of the ITO, and the payment of cash consideration to holders of unvested stock options.

The Israeli tax rulings may not be obtained or may contain such provisions, terms and conditions as the Israeli Tax Authority may prescribe, which may be different from those detailed above.

EACH STOCKHOLDER SHOULD CONSULT HIS, HER OR ITS OWN TAX ADVISORS TO DETERMINE THE ISRAELI WITHHOLDING TAX CONSEQUENCES APPLICABLE TO THAT STOCKHOLDER AS A RESULT OF THE MERGER.

Regulatory Matters

Antitrust Laws. Under the HSR Act, and the rules that have been promulgated under the HSR Act, acquisitions of a sufficient size may not be completed unless information has been furnished to the Antitrust Division of the DOJ and to the FTC and applicable waiting period requirements have been satisfied or early termination of the waiting period has been granted. The merger is subject to the provisions of the HSR Act. As a closing condition to the merger, the waiting period (and any extension thereof) applicable to the merger under the HSR Act must expire or be terminated early.

On February 17 , 2011, Answers.com and certain affiliates of AFCV made the required filings concerning the merger with the DOJ and the FTC under the HSR Act.

AFCV and Answers.com conduct operations in a number of countries besides the United States, some of which have antitrust or competition law notification requirements applicable to mergers of this kind. AFCV and Answers.com, however, have determined that no such notifications are required in connection with the merger.

At any time before or after the completion of the merger, notwithstanding that the applicable waiting period has ended or approval has been granted, any state, foreign country, or private individual could take action to enjoin the merger under the antitrust laws of the United States or a foreign jurisdiction as it deems necessary or desirable in the public interest or any private party could seek to enjoin the merger on anti-competitive grounds.

While there can be no assurance that the merger will not be challenged by any governmental authority or private party in the United States or in any foreign jurisdiction, Answers.com, based on a review of information provided by AFCV relating to the businesses in which it and its affiliates are engaged, believes the merger can be consummated in compliance with all applicable antitrust laws and no remedy will be required.

The change in the composition of our stockholders in connection with the merger requires the approval of the Investment Center. The approval of the Investment Center in connection with the merger is a condition to completion of the merger, and was obtained on February 7, 2011.

Market Price and Dividend Data

Answers.com common stock is listed for trading on The NASDAQ Capital Market under the symbol “ANSW.” The following table sets forth, for the fiscal quarters indicated, the high and low sales prices per share as reported on The NASDAQ Capital Market.

	High	Low
Fiscal Year Ended December 31, 2011		
First Quarter (through February 24 , 2011)	$ 11.02	$ 7.65
Fiscal Year Ended December 31, 2010		
Fourth Quarter	$ 8.71	$ 5.75
Third Quarter	$ 8.23	$ 4.50
Second Quarter	$ 9.30	$ 7.00
First Quarter	$ 9.75	$ 7.34
Fiscal Year Ended December 31, 2009		
Fourth Quarter	$ 11.07	$ 7.18
Third Quarter	$ 9.50	$ 7.49
Second Quarter	$ 9.00	$ 5.96
First Quarter	$ 9.80	$ 5.45

The closing sale price of Answers.com common stock on The NASDAQ Capital Market on February 2, 2011, the last trading day prior to the announcement of the merger, was $8.90 per share. The $10.50 to be paid for each share of Answers.com common stock in the merger represents a premium of approximately 18.0% to the closing price on February 2, 2011. On February 24 , 2011, the most recent practicable date before this proxy statement was printed, the closing price for a share of Answers.com common stock on The NASDAQ Capital Market was $ 10.63 . You are encouraged to obtain current market quotations for Answers.com common stock in connection with voting your shares.

We have never declared or paid cash dividends on our common stock. Currently, we intend to retain any future earnings to finance the growth and development of our business and do not anticipate paying cash dividends in the foreseeable future.

Delisting and De-registration of Answers.com Common Stock after the Merger

If the merger is completed, Answers.com's common stock will be delisted from The NASDAQ Capital Market and deregistered under the Exchange Act. Thereafter, the provisions of the Exchange Act will no longer apply to us, including the requirements to file periodic reports with the SEC and to furnish a proxy or information statement to our stockholders in connection with meetings of our stockholders.

Legal Proceedings Regarding the Merger

On February 4, 2011, a purported class action complaint was filed in the Supreme Court of New York in New York County, State of New York, Mathason v. Rosenschein, et. al., Index No. 650311/2011 on behalf of a putative class of Answers.com stockholders and naming as defendants Answers.com, all the members of the Answers.com board of directors, Summit and AFCV. The plaintiffs generally allege that, in connection with the approval of the merger agreement, the members of the Answers.com board of directors breached their fiduciary duties owed to Answers.com stockholders by, among other things, (i) failing to take steps to maximize the value of Answers.com to its stockholders because the merger price of $10.50 per share of common stock allegedly does not reflect the true value of Answers.com stock, and (ii) purportedly failing to comply with their disclosure obligations. The plaintiffs further assert that Summit and AFCV aided and abetted the members of the Answers.com board of directors in the alleged breaches of their fiduciary duties. The plaintiffs seek among other things a declaration that the members of the Answers.com board of directors have breached their fiduciary duties, an injunction barring consummation of the merger or rescinding, to the extent already implemented, the merger agreement, and an award of fees, expenses and costs to plaintiffs and their attorneys. In addition, the plaintiffs have served a request for production of documents.

On February 7, 2011, another purported class action complaint was filed in the Court of Chancery in the State of Delaware, Lewis v. Answers Corporation, et.al., Case No. 6170 -VCN , naming as defendants Answers.com, all the members of the Answers.com board of directors, AFCV, Merger Sub and Summit. The plaintiffs generally allege that, in connection with the approval of the merger agreement, the members of the Answers.com board of directors breached their fiduciary duties owed to Answers.com stockholders by, among other things, (i) failing to take steps to maximize the value of Answers.com to its stockholders because the merger price of $10.50 per share of common stock allegedly does not reflect the true value of Answers.com stock, and (ii) creating supposedly preclusive deal protection devices in the merger agreement. The plaintiffs further allege that AFCV, Summit and Merger Sub aided and abetted the members of the Answers.com board of directors in the alleged breaches of their fiduciary duties. The plaintiffs seek among other things an order enjoining the defendants from consummating the transactions contemplated by the merger agreement unless and until Answers.com adopts and implements a procedure or process to obtain a merger agreement providing the best possible terms for stockholders, and damages and attorneys' fees. In addition, the plaintiffs have served a request for production of documents.

On February 9, 2011, a third purported class action complaint was filed in the Court of Chancery in the State of Delaware, Wilhelm v. Answers Corporation, et.al., Case No. 6177-VCN, naming as defendants Answers.com, all the members of the board of directors, AFCV, and Merger Sub. The plaintiffs generally allege that, in connection with the approval of the merger agreement, the members of the Answers.com board of directors breached their fiduciary duties owed to Answers.com stockholders by, among other things, (i) failing to take steps to maximize the value of Answers.com to its stockholders because the merger price of $10.50 per share of common stock allegedly does not reflect the true value of Answers.com stock, and (ii) creating allegedly preclusive deal protection devices in the merger agreement. The plaintiffs further allege that Answers.com, AFCV, and Merger Sub aided and abetted the members of the Answers.com board of directors in the alleged breaches of their fiduciary duties. The plaintiffs seek among other things an order enjoining the defendants from consummating the transactions contemplated by the merger agreement unless and until Answers.com adopts and implements a procedure or process to obtain a merger agreement providing the best possible terms for stockholders, and damages and attorneys' fees.

On February 11, 2011, a fourth purported class action complaint was filed in the Court of Chancery in the State of Delaware, Iroquois Master Fund Ltd. v. Answers Corporation, et. al., Case No. 6183-VCN, naming as defendants Answers.com, all the members of the Answers.com board of directors, AFCV, Merger Sub and Summit. The plaintiffs generally allege that, in connection with the approval of the merger agreement, the members of the Answers.com board of directors breached their fiduciary duties owed to Answers.com stockholders by, among other things, (i) failing to take steps to maximize the value of Answers.com to its stockholders because the merger price of $10.50 per

share of common stock allegedly does not reflect the true value of Answers.com stock, (ii) failing to shop Answers.com properly, and (iii) creating allegedly preclusive deal protection devices in the merger agreement. The plaintiffs further allege that AFCV, Summit and Merger Sub aided and abetted the members of the Answers.com board of directors in the alleged breaches of their fiduciary duties. The plaintiffs seek among other things an injunction barring consummation of the merger or rescinding, to the extent already implemented, the merger, and damages and attorneys' fees.

On February 11, 2011, a fifth purported class action complaint was filed in the Court of Chancery in the State of Delaware, Teitelbaum v. Rosenschein, et.al., Case No. 6186-VCN, naming as defendants Answers.com, all the members of the Answers.com board of directors, AFCV, Merger Sub and Summit . The plaintiffs generally allege that, in connection with the approval of the merger agreement, the members of the Answers.com board of directors breached their fiduciary duties owed to Answers.com stockholders by, among other things, (i) failing to take steps to maximize the value of Answers.com to its stockholders because the merger price of $10.50 per share of common stock allegedly does not reflect the true value of Answers.com stock, and (ii) creating allegedly preclusive deal protection devices in the merger agreement. The plaintiffs further allege that AFCV, Summit and Merger Sub aided and abetted the members of the Answers.com board of directors in the alleged breaches of their fiduciary duties. The plaintiffs seek among other things an injunction barring consummation of the merger, an order imposing a constructive trust, in favor of the putative class upon any benefits improperly received by the defendants as a result of their allegedly wrongful conduct, and damages and attorneys' fees.

On February 11, 2011, a sixth purported class action complaint was filed in the Court of Chancery in the State of Delaware, Dressler v. Answers Corporation, et.al., Case No. 6189-VCN, naming as defendants Answers.com, all the members of the Answers.com board of directors, AFCV, the Merger Sub and Summit. The plaintiffs generally allege that, in connection with the approval of the merger agreement, the members of the Answers.com board of directors breached their fiduciary duties owed to Answers.com stockholders by, among other things, (i) failing to take steps to maximize the value of Answers.com to its stockholders because the merger price of $10.50 per share of common stock allegedly does not reflect the true value of Answers.com stock, (ii) acting to advance their own interests at the expense of Answers.com stockholders, and (iii) creating allegedly preclusive deal protection devices in the merger agreement. The plaintiffs further allege that AFC and Summit aided and abetted the members of the Answers.com board of directors in the alleged breaches of their fiduciary duties. The plaintiffs seek among other things an injunction barring consummation of the merger or rescinding, to the extent already implemented, the merger, and damages and attorneys' fees.

The outcome in these lawsuits could have an impact on the consummation of the merger.

Answers.com and the other defendant parties intend to defend these lawsuits vigorously and believe them to be without merit.

THE MERGER AGREEMENT

The following summary describes the material provisions of the merger agreement. This summary may not contain all of the information about the merger agreement that is important to you. The merger agreement is attached to this document as Annex A and is incorporated by reference into this document. We encourage you to read the merger agreement carefully in its entirety for a more complete understanding of it, because it is the legal document that governs the merger.

Explanatory Note Regarding the Merger Agreement

The merger agreement contains representations and warranties of Answers.com, AFCV and Merger Sub, negotiated between the parties for purposes of the merger agreement, including setting forth the respective rights of the parties with respect to their obligations to complete the merger. The description below of the representations and warranties is included to provide Answers.com's stockholders with information regarding the terms of the merger agreement. The representations and warranties contained in the merger agreement were made only for purposes of such agreement, as of specific dates, solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the parties to the merger agreement, including qualifications by confidential disclosures exchanged between the parties in connection with the execution of the merger agreement. These representations and warranties may have been made for the purposes of allocating contractual risk between the parties to the merger agreement as opposed to establishing these matters as facts, and may be subject to standards of materiality applicable to the contracting parties that differ from those generally applicable to investors. The representations and warranties in the merger agreement and the description of them in this proxy statement should be read in conjunction with the other information provided elsewhere in this proxy statement and in the documents incorporated by reference in this proxy statement. See the sections entitled "Where You Can Find More Information" and "Incorporation of Information by Reference," both beginning on page 76 of this document.

The Merger

Generally

The merger agreement provides that at the closing of the merger, Merger Sub will be merged with and into Answers.com. At the effective time of the merger (which we sometimes refer to as the "effective time"), Answers.com will continue as the surviving corporation and will be a wholly-owned subsidiary of AFCV. At the effective time of the merger, all of Answers.com's property, rights, privileges, powers and franchises before the merger will vest in the surviving corporation and all of Answers.com's debt, liabilities and duties before the merger will become the debt, liabilities and duties of the surviving corporation.

Directors and Officers of the Surviving Corporation after the Merger

The initial directors and officers of the surviving corporation will be the directors and officers of Merger Sub immediately prior to the effective time. AFCV, Answers.com and the surviving corporation will cause the directors and officers of Merger Sub immediately prior to the effective time of the merger to be the directors and officers, respectively, of the surviving corporation's subsidiaries immediately after the effective time of the merger.

Certificate of Incorporation and Bylaws after the Merger

Unless otherwise determined by AFCV prior to the effective time, the certificate of incorporation of Answers.com will be amended and restated in its entirety as a result of the merger to be identical to the certificate of incorporation attached as Annex E to this proxy statement (a copy of which certificate of incorporation is included as

Exhibit B to the merger agreement), and the bylaws of Answers.com will be amended and restated in their entirety as a result of the merger to be identical to the bylaws of Merger Sub as in effect immediately prior to the effective time (provided, however, that at the effective time, the bylaws of Answers.com shall be amended so as to comply with the covenant in the merger agreement described under the section entitled "— Indemnification and Insurance" beginning on page 69 of this document).

Manner and Basis of Converting Shares of Answers.com Common Stock into the Merger Consideration

Under the terms of the merger agreement, at the effective time, each share of Answers.com common stock will be cancelled and extinguished and automatically converted into the right to receive $10.50 in cash, without interest and subject to applicable tax withholding (which we refer to as the "common stock merger consideration"), unless the holder thereof does not vote in favor of adoption of the merger agreement and properly perfects the holder's appraisal rights under Delaware law.

Each share of Answers.com common stock held by Answers.com, AFCV or any direct or indirect subsidiary of Answers.com or AFCV will be cancelled and extinguished at the effective time, and will not entitle the holder thereof to receive the merger consideration.

Manner and Basis of Converting Shares of Preferred Stock into the Merger Consideration

Under the terms of the merger agreement, at the effective time, each share of Series A stock will be converted into the right to receive an amount in cash equal to $10.50 multiplied by (A) the stated value of $101.76 plus accrued but unpaid dividends thereon accrued daily at the rate of 6% per annum calculated from the date on which the last regular quarterly dividend is paid in respect of the Series A stock to the effective time, divided by (B) $4.50, without interest and subject to applicable tax withholding (which we refer to as the "Series A merger consideration"), unless the holder thereof does not vote in favor of adoption of the merger agreement and properly perfects the holder's appraisal rights under Delaware law.

Under the terms of the merger agreement, at the effective time, each share of Series B stock will be converted into the right to receive an amount in cash equal to $10.50 multiplied by (A) the stated value of $100.00 plus accrued but unpaid dividends thereon accrued daily at the rate of 6% per annum calculated from the date on which the last regular quarterly dividend is paid in respect of the Series B stock to the effective time, divided by (B) $5.50, without interest and subject to applicable tax withholding (which we refer to as the "Series B merger consideration"), unless the holder thereof does not vote in favor of adoption of the merger agreement and properly perfects the holder's appraisal rights under Delaware law. We sometimes refer to the Series A merger consideration and the Series B merger consideration, together, as the "preferred stock merger consideration."

Completion and Effectiveness of the Merger

The merger will become effective upon the filing of the certificate of merger with the Secretary of State of the State of Delaware or at such later time as is agreed by AFCV and Answers.com and specified in the certificate of merger.

We intend to complete the merger no later than two business days after all of the conditions to completion of the merger contained in the merger agreement described in the section entitled "— Conditions to Completion of the Merger" beginning on page 69 of this document, are satisfied or waived, including adoption of the merger agreement by the Answers.com stockholders. The merger will become effective upon the filing of a certificate of merger with the Secretary of State of the State of Delaware, or at such later time as AFCV and Answers.com agree and as specified in the certificate of merger.

We are working to complete the merger as quickly as possible. We currently plan to complete the merger during the second quarter of calendar year 2011. However, we cannot predict the exact timing of the closing because completion of the merger is subject to governmental and regulatory approvals and other conditions.

Treatment of Answers.com Options and Warrants

At the effective time, except as otherwise agreed to between AFCV and the optionholder, each vested Answers.com stock option issued under Answers.com equity plans and agreements which is outstanding at the effective time, to the extent unexercised as of the effective time, will no longer represent the right to acquire Answers.com common stock and, except as specifically agreed between AFCV and the option holder, will represent the right to receive an amount in cash equal to the excess, if any, of (i) the product of (A) the number of shares of Answers.com common stock subject to such stock option, multiplied by (B) $10.50 over (ii) the aggregate exercise price of such stock option, without interest and less any deductions and required withholding taxes, as applicable. Each unvested Answers.com stock option outstanding at the effective time, unless otherwise agreed to between the holder of such option and

AFCV, will no longer constitute the right to acquire Answers.com common stock; provided, however, that pursuant to the merger agreement, any unvested Answers.com stock options which are held by our non-employee directors and outstanding immediately prior to the effective time will be accelerated and treated as vested options for all purposes of the merger agreement. Instead, at the effective time, each unvested stock option will represent the right, on the same terms and conditions as were applicable to such unvested stock option (except as specified in the merger agreement), on each date on which the shares of Answers.com common stock subject to the unvested stock option would have become vested and exercisable (and provided that the holder is still employed by Answers.com or AFCV on such date), to receive an amount in cash equal to the excess, if any, of (i) the number of shares of Answers.com common stock subject to such stock option that would have otherwise vested on such date, multiplied by (ii) $10.50, over the aggregate exercise price of such stock option, without interest and less any deductions and required withholding taxes, as applicable.

Following the effective time, warrants to purchase Answers.com common stock will represent only the right, upon the exercise thereof, if any, to receive the common stock merger consideration payable upon the shares of Answers.com common stock previously issuable upon exercise of such warrants, and will in no event be exercisable for any equity securities of AFCV, Answers.com or any of their subsidiaries. In addition, prior to the effective time, Answers.com must cause all holders of warrants to purchase Answers.com common stock to either fully exercise their warrants prior to the close of business on the second business day prior to the effective time or agree in writing that their warrants will be terminated upon the effective time, provided that the holder of any such terminated warrant will be entitled to receive, following the effective time, upon surrender of the certificate representing such warrant, only an amount of cash, without interest (such amount sometimes referred to as the "warrant merger consideration"), equal to:

the number of shares of Answers.com common stock issuable upon exercise of such warrant, multiplied by

an amount equal to the excess, if any, of $10.50 over the per share exercise price in effect for that warrant.

Adjustments to the Merger Consideration

The common stock merger consideration, the Series A merger consideration, the Series B merger consideration and the consideration payable to option holders will be adjusted to reflect fully the appropriate effect of any stock split, reverse stock split, stock dividend (including any dividend or distribution of securities convertible into Answers.com common stock or preferred stock, as the case may be), reorganization, recapitalization, reclassification or other like change with respect to Answers.com common stock or preferred stock, as the case may be, having a record date on or after the date of the merger agreement and prior to the effective time.

Dissenting Shares

Any shares of Answers.com stock held by a stockholder which has not effectively withdrawn or lost his, her or its appraisal rights under Section 262 of the General Corporation Law of the State of Delaware (which we sometimes refer to, collectively, as the "dissenting shares"), will not be converted into or represent the right to receive the applicable merger consideration, and the holder thereof will only be entitled to such rights as are provided by and in accordance with Section 262 of the General Corporation Law of the State of Delaware. Further, if any holder of dissenting shares effectively withdraws or loses his, her or its appraisal rights under such Section 262, then, as of the later of the effective time and the occurrence of such event, that holder's shares of Answers.com stock will automatically be converted into and represent only the right to receive the applicable merger consideration, without interest thereon, upon surrender of the certificate representing those shares of Answers.com stock.

Exchange of Answers.com Stock Certificates for the Merger Consideration

General

Promptly following completion of the merger, the exchange agent for the merger will mail to each holder of Answers.com common stock, preferred stock and warrants, as of the effective time, a letter of transmittal and instructions for surrendering the record holder's certificates in exchange for the applicable portion of the merger consideration. Only those holders of Answers.com common stock, preferred stock or warrants who properly surrender their Answers.com certificates in accordance with the exchange agent's instructions will receive the applicable portion of the merger consideration, subject to any applicable withholding tax. The surrendered certificates representing Answers.com common stock, preferred stock or warrants will be cancelled. After the effective time, each certificate representing shares of Answers.com common stock that has not been surrendered will represent only the right to receive the applicable portion of the merger consideration.

56

Answers.com stockholders should not send in their stock certificates until they receive a letter of transmittal from the exchange agent for the merger, with instructions for the surrender of such certificates.

No interest will be paid or accrued on any cash payable to holders of Answers.com stock in the merger. In addition, AFCV and the surviving corporation are entitled to deduct and withhold from the consideration otherwise payable such amounts as are required by applicable law.

Exchange Fund

AFCV has agreed that prior to the effective time, it will enter into an agreement (to be effective as of the effective time) with the exchange agent for the merger under which AFCV will agree (or will agree to cause Merger Sub to) make available to the exchange agent, for exchange in accordance with the merger agreement, the aggregate common stock merger consideration, preferred stock merger consideration and warrant merger consideration payable pursuant to the merger agreement, and AFCV or Merger Sub will deposit that amount with the exchange agent on the closing date (unless the closing occurs after 12:00 p.m., Pacific time, in which case, the deposit must be made on the first business day after the closing date). Any cash deposited with the exchange agent is sometimes referred to as the "exchange fund."

Any portion of the exchange fund which remains undistributed to the holders of certificates evidencing Answers.com common stock, preferred stock or warrants that were outstanding immediately prior to the effective time will, 12 months after the effective time, at the request of the surviving corporation in the merger, be delivered to the surviving corporation or otherwise according to its instructions, and any holders of such certificates which have not surrendered such certificates in compliance with the merger agreement will have the right, after such delivery to the surviving corporation, subject to the merger agreement, to look only to the surviving corporation solely as general creditors for the cash constituting the applicable merger consideration (which will not accrue interest) pursuant to the merger agreement.

Transfers of Ownership and Lost Stock Certificates

AFCV will only pay the merger consideration to someone other than the name in which a surrendered Answers.com certificate is registered if the person requesting such payment presents to the exchange agent all documents required to evidence and effect the unrecorded transfer of ownership and to show that such person paid any applicable stock transfer taxes. If an Answers.com stock certificate is lost, stolen or destroyed, the owner of the shares or warrants represented by such certificate must deliver an affidavit of that fact prior to receiving the applicable portion of the merger consideration.

Representations and Warranties

Answers.com makes a number of customary representations and warranties in the merger agreement regarding aspects of its business, financial condition and structure, as well as other facts pertinent to the merger. These representations and warranties relate to, among other things, the following subject matters:

- its due organization, good standing and qualification to do business, charter documents, subsidiaries and other corporate matters;
- its capitalization, options and warrants, debt and other securities;
- its corporate authority and authorization to enter into the merger agreement, including in respect of the Answers.com stockholder approval, and the absence of conflicts with, or default under, organizational documents, other contracts

and applicable laws;

documents filed with or furnished to the SEC and the information in those documents, including our financial statements, the absence of certain undisclosed liabilities, and the effectiveness of our internal controls;

the absence of certain changes or events and operation of its business in the ordinary course, each since September 30, 2010;

tax matters;

title to properties;

intellectual property matters;

restrictions on engaging in its business or competing anywhere in the world;

the absence of certain litigation and proceedings, the absence of challenges by a governmental entity to any of its material legal rights, and the absence of internal investigations;

compliance with laws, required governmental licenses and permits and compliance with anti-corruption and anti-bribery laws;

environmental matters;

the brokers and finders' fees payable in connection with the merger agreement and estimated fees payable to its advisors in connection with the merger agreement;

the absence of certain transactions with affiliates;

employee benefit and labor matters;

material contracts (including the enforceability thereof and compliance therewith);

information to be included in this proxy statement or other SEC filing;

the fairness opinion of the financial advisor to the Answers.com board of directors;

material vendors and the absence of disputes with material vendors;

its board of directors' actions with respect to Delaware's anti-takeover statutes, including Section 203 of the General Corporation Law of the State of Delaware and the absence of any "poison pill" or similar plan or arrangement which could have a dilutive or otherwise adverse effect on AFCV as a result of the consummation of the merger;

compliance with applicable privacy policies; and

the availability of certain corporate documents.

AFCV and Merger Sub also make a limited number of customary representations and warranties in the merger agreement regarding facts pertinent to the merger. These representations and warranties relate to, among other things:

their due organization and good standing;

their authority and authorization to enter into and the enforceability of the merger agreement; the absence of conflicts with, or defaults under, organizational documents, other contracts and material law; and any required regulatory filing or approvals of governmental authorities;

among other things, delivery of the debt commitment letters to Answers.com by AFCV, the absence of changes to the debt commitment letters, and the enforceability of the debt commitment letters; the sufficiency of the aggregate proceeds contemplated by the debt commitment letters together with the available cash of Answers.com, AFCV and AFCV's subsidiaries, to pay the aggregate merger consideration and the option merger consideration, to consummate the merger, and to pay all related fees and expenses; and the absence of any side arrangements relating to the debt financing which are inconsistent with the debt commitment letters;

the ownership of shares of Answers.com stock by AFCV, and the fact that it is not an "interested stockholder" of Answers.com;

that Merger Sub has not had prior operations;

information supplied for inclusion in this proxy statement;

the solvency of the surviving corporation in the merger;

the absence of certain litigation; and

the absence of brokers' and finders' fees.

The representations and warranties of AFCV and Answers.com contained in the merger agreement expire at the effective time of the merger. The representations and warranties in the merger agreement are complicated, are not identical as between Answers.com and AFCV and are not easily summarized. You are urged to carefully read in their entirety Articles III and IV of the merger agreement (entitled "Representations and Warranties of the Company" and "Representations and Warranties of Parent and Merger Sub," respectively).

Any reference to a "material adverse effect" with respect to Answers.com means any change, event, circumstance, condition or effect that, individually or in the aggregate, and taken together with all other such effects, (1) has had, or would reasonably be expected to have, a material adverse effect on the financial condition, business, assets (including intangible assets), liabilities, operations or results of operations of Answers.com and its subsidiaries, taken as a whole; or (2) that materially impedes, or that would reasonably be expected to materially impede, the ability or authority of Answers.com to consummate the merger or any of the other transactions contemplated by the merger agreement in accordance with the merger agreement and applicable law. However, no such effect to the extent resulting from or arising out of any of the following (either by itself or when aggregated or taken together with any and all other such effects) will be deemed to be or constitute a "material adverse effect" with respect to Answers.com, and no such effect (either by itself or when aggregated or taken together with any and all other such effects) to the extent resulting from or arising out of any of the following will be taken into account when determining whether or not a "material adverse effect" has occurred with respect to Answers.com:

general economic conditions (or changes in such conditions) in the United States, Israel, or any other country or region in the world, or general conditions in the global economy generally;

conditions (or changes in such conditions) in the securities markets, capital markets, credit markets, currency markets or other financial markets in the United States, Israel or any other country or region in the world, including changes in interest rates in the United States, Israel or any other country or region in the world, and changes in exchange rates

for the currencies of any such countries, and any suspension of trading in securities (whether equity, debt, derivative or hybrid securities) generally on any securities exchange or over-the-counter market operating in the United States, Israel or any other country or region in the world;

general conditions (or changes in such conditions) in the industry or industries in which Answers.com and its subsidiaries operate;

political conditions (or changes in such conditions) in the United States, Israel or any other country or region in the world, or acts of war, sabotage, armed hostilities or terrorism (including any escalation or general worsening of any such acts of war, sabotage, armed hostilities or terrorism) in the United States, Israel or any other country or region in the world where Answers.com or its subsidiaries have material operations;

changes in law, U.S. generally accepted accounting principles, which we sometimes refer to as "GAAP," or other accounting standards (or, in each case, the interpretation by any governmental entity thereof);

to the extent applicable, changes in Answers.com's stock price or the trading volume of its stock, in and of itself, provided that any underlying cause of, or effect resulting in, such changes may be taken into account in determining whether there has been a material adverse effect with respect to Answers.com;

any failure by Answers.com to meet any internal or third-party financial projections, estimates, expectations or forecasts, in each case, of its revenues or earnings, in and of itself, provided that any underlying cause of, or effect resulting in, such failure may be taken into account in determining whether there has been a material adverse effect with respect to Answers.com;

the execution, delivery or announcement of the merger agreement or the pendency or consummation of the transactions contemplated thereby; and

any action taken, or the failure to take any action, by Answers.com or any of its subsidiaries, in each case which AFCV has specifically approved, consented to, or requested in writing (other than the taking of any action required by the merger agreement or the failure to take any action prohibited by the merger agreement);

provided, that any such effect resulting from or arising out of the matters described in the first five bullet points above may be taken into account when determining whether an effect has a "material adverse effect" on Answers.com, but only if and to the extent that such effect has, or would reasonably be expected to have, a disproportionately adverse impact on Answers.com and its subsidiaries, taken as a whole, as compared to other companies that conduct business in the industry or industries in which Answers.com and its subsidiaries conduct business.

Notwithstanding the foregoing, a drop in daily average page views to Answers.com's websites in excess of 15% (measured by comparing the daily average page views for either the 30 days prior to the closing, if the closing occurs on or prior to May 1, 2011, or the 60 days prior to the closing, if the closing occurs on or after May 2, 2011) against the benchmark of 12.7 million daily page views will be deemed to constitute a material adverse effect on Answers.com.

Conduct of Answers.com's Business Before Completion of the Merger

Under the terms of the merger agreement, Answers.com has agreed on behalf of itself and its subsidiaries that, until the earlier of the effective time of the merger or termination of the merger agreement, or unless AFCV consents in writing, it will operate its business in the ordinary course, substantially in accordance with the manner previously conducted prior to entering into the merger agreement, including by:

conducting its business in the ordinary course;

paying its liabilities and taxes when due and paying or performing its other obligations as paid or performed in the ordinary course of business;

using commercially reasonable efforts to assure that each of its contracts entered into after the date of the merger agreement will not require any consent or waiver or provide for any material change in the obligations of any party to the merger agreement as a result of the merger;

maintaining each of its leased real property in accordance with the terms of the applicable leases;

notifying and giving AFCV the opportunity to participate in the defense of any litigation to which Answers.com is a party;

using commercially reasonable efforts to preserve its present business organization, keep available the services of its officers and key employees, preserve its relationships with vendors and maintain all governmental authorizations;

paying dividends to holders of preferred stock when such dividends are payable; and

consulting with AFCV and keeping AFCV reasonably apprised in good faith in conducting the defense of any legal proceedings made or brought by any of the current or former stockholders of Answers.com arising out of or in connection with the merger, and not settling or compromising any such legal proceeding without the prior written consent of AFCV under certain circumstances.

Under the merger agreement, Answers.com has also agreed that, except as otherwise expressly provided in the merger agreement or as consented to by AFCV (which consent may not be unreasonably withheld, delayed or conditioned other than in the case of the first, second, fourth, fifth, sixth, eighth, ninth, tenth, eleventh, twelfth, fifteenth, twentieth (but only with respect to clause (A) thereof), twenty-first, twenty-fifth (but only with respect to clause (B) thereof) and twenty-eighth bullet points below), Answers.com will not, and will not cause any of its subsidiaries to, until the earlier of the effective time of the merger or termination of the merger agreement:

amend its charter documents or the charter documents of any of its subsidiaries;

acquire, or agree to acquire by merging or consolidating with, or by purchasing any assets or equity securities of, or by any other manner, any business or corporation, partnership, association or other business organization or division thereof, or other acquisition or agreement to acquire any assets or any equity securities that are material, individually or in the aggregate, to its business;

enter into any contract with respect to any joint venture, strategic partnership or alliance;

except for dividends payable to the holders of preferred stock, declare, set aside or pay any dividend on, or other distribution (whether in cash, stock or property) in respect of, any of its capital stock (including, without limitation the preferred stock), or purchase, redeem or otherwise acquire any of its capital stock or other securities or any options, warrants, calls or rights to acquire any such shares or other securities, except for repurchases from employees following their termination pursuant to the terms of their pre-existing stock option or purchase agreements;

split, combine or reclassify any of its capital stock;

issue, deliver, sell, authorize, pledge or otherwise encumber any shares of capital stock, or any bonds, debentures, notes or other indebtedness having the right to vote on any matters on which stockholders may vote (or which is convertible into, or exchangeable for, securities having such right) or the value of which is any way based upon or derived from its capital or voting stock (which we sometimes refer to as "voting debt") or any securities convertible into shares of capital stock, voting debt or subscriptions, rights, warrants or options to acquire any shares of capital stock, voting debt or any securities convertible into shares of capital stock or voting debt, or enter into other agreements or commitments of any character obligating it to issue any such securities or rights, other than:

- issuances of its common stock upon the exercise of options or warrants existing on the date of the merger agreement in accordance with their present terms; and

- issuances of its common stock to participants in its employee stock purchase plan pursuant to the terms thereof;

forgive, whether orally or in writing, any loan to any employee;

except as may be required by applicable law:

- increase the compensation payable or to become payable to any employee (except for annual increases in base salaries or wage rates for current non-officer employees in the ordinary course of business consistent with past practice, and increases required by any plan, policy, practice or contract in effect on the date of the merger agreement);

- make any promise, commitment or payment of any bonus payable or to become payable to any employee (except for bonuses to current non-officer employees in the ordinary course of business consistent with past practice but not to exceed its 2010 bonus accrual, and the change-of-control bonuses described under "The Merger – Interests of Answers.com Directors and Executive Officers in the Merger" beginning on page 41 of this document);

- adopt, or increase the benefits payable under, any severance, change of control, termination or bonus plan, policy or practice applicable to any employee (except (i) that it may issue or enter into employment offer letters, employment agreements and consulting agreements with non-officer employees in the ordinary course of business consistent with prior agreements entered into with non-officer level employees, and (ii) that it may grant non-stock based benefit rights to new employees hired in accordance with the foregoing clause (i) not exceeding prior agreements with non-officer level employees and in the ordinary course of business consistent with past practice);

- enter into any employment, severance, termination, change-of-control or indemnification agreement, or any agreements the benefits of which are contingent upon, or the terms of which are materially altered upon, the occurrence of a change-of-control transaction (except (i) that it may award certain ordinary course pay raises, (ii) that it may issue or enter into employment offer letters, employment agreements and consulting agreements with non-officer employees in the ordinary course of business consistent with prior agreements entered into with non-officer level employees, and (iii) that it may grant non-stock based benefit rights to new employees hired in accordance with the foregoing clause (ii) not exceeding prior agreements with non-officer level employees);

- adopt, or increase the benefits payable under, any employee benefit plan, or enter into any collective bargaining agreement;

- enter into employee agreements with employees in which the aggregate compensation payable under all such employee agreements exceeds $250,000; or

–

enter into any new consulting agreements or extend the term of any existing consulting agreements (other than month-to-month extensions based on the needs of the business, and any existing or new consulting agreements that do not exceed $100,000 individually or $300,000 in the aggregate);

enter into, amend or modify in any material respect, or terminate any material contract, or waive, release, grant any material consent, or assign any material rights or claims thereunder (provided, that the forgoing does not prevent it from taking any of the foregoing actions in the ordinary course of business consistent with past practice with respect to any material contract providing for payments of less than $150,000 annually (other than amounts constituting pass-through revenue or expenses paid by customers); but no such action may be taken with respect to:

any new material contract that contains a change-in-control provision in favor of the other party or parties thereto, or would otherwise require a payment to, or give rise to any material rights to, such other party or parties in connection with the transactions contemplated by the merger agreement;

any non-competition or other agreement that prohibits or otherwise restricts, in any material respect, it from freely engaging in business anywhere in the world (including any agreement restricting it from competing in any line of business or in any geographic area);

the entry, amendment or termination of any material contract relating to the placing of advertising on its websites; or

– actions that are otherwise prohibited by the covenant described in this paragraph;

make any change in accounting methods, principles or practices, except as required by concurrent changes in GAAP, Regulation S-X promulgated by the SEC, or applicable law;