



## Numerex Corp

### Nominating/Corporate Governance Committee Charter

- I. The Committee shall be comprised solely of directors who are “independent” of the management of the Corporation defined by the Securities and Exchange Commission and NASDAQ Stock Market rules applicable to the Corporation and any securities exchanges on which the Corporation’s securities are listed.
- II. The Committee meets for regular standing meetings twice per annum and at other times as required.
- III. **Functions of the Committee – Charter**  
The board has a nominating committee which covers corporate governance.

- a) Nominations

The Committee makes recommendations to the board concerning the appropriate size and needs of the board, including the annual nomination and screening of directors and nominees for new directors.

The Committee reviews and makes recommendations concerning other policies related to the Board of Directors, including committee composition, structure and size.

The Committee annually evaluates the board, committees and directors performances to determine ways to enhance board effectiveness and take such other actions as may be necessary.

Purposes

- 1) To ensure an effective process for director selection, directors should be diverse, independent and have appropriate experience.
- 2) The board compensation will reflect experience that can be used for advice and control where appropriate to include the following:
  - Finance
  - Compensation
  - Sales and Marketing
  - Technology
  - Production
- 3) Other Duties

- Termination of membership of individual directors in accordance with corporate policy for cause or other appropriate reasons.
- Training and orientation of directors.
- In conjunction with the CEO, development of the CEO's mission and objectives.

b) Corporate Governance

Members are expected to be the advisors to the board on this subject where it is not covered by the other committee, including without limitation stakeholder issues. This will involve development and recommendation to the board on corporate governance principles, policies, Code of Conduct and Code of Ethics.