

**CHARTER FOR THE
NOMINATING AND GOVERNANCE COMMITTEE
OF
ASTEIA INTERNATIONAL INC.**

PURPOSE:

The purpose of the Nominating and Governance Committee is to ensure that the Board of Directors is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Nominating and Governance Committee shall: (1) assist the board by identifying prospective director nominees and recommending to the board the director nominees for the next annual meeting of stockholders; (2) develop and recommend to the board the governance principles applicable to the Company; (3) oversee the evaluation of the board and management; and (4) recommend to the board director nominees for each committee.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

- The Nominating and Governance Committee shall be comprised of no fewer than three (3) members.
- The members of the Nominating and Governance Committee shall meet the independence requirements of the Nasdaq Stock Market.
- The members of the Nominating and Governance Committee shall be appointed and replaced by the board.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

- Evaluate the current composition, organization and governance of the board and its committees, determine future requirements and make recommendations to the board for approval.
- Determine on an annual basis desired board qualifications, expertise and characteristics and conduct searches for potential board members with corresponding attributes. Evaluate and propose nominees for election to the board. In performing these tasks the Nominating and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates. The selection and nomination process shall be as detailed in Appendix A.
- Oversee the board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
- Form and delegate authority to subcommittees when appropriate.
- Evaluate and make recommendations to the board concerning the appointment of directors to board committees, the selection of board committee chairs, and proposal of the board slate for election. Consider shareholder nominees for election to the board.
- Evaluate and recommend termination of membership of individual directors in accordance with the board's governance principles, for cause or for other appropriate reasons.
- Coordinate and approve board and committee meeting schedules.
- Make regular reports to the board.
- Review and re-examine this Charter annually and make recommendations to the board for any proposed changes.
- Annually review and evaluate its' own performance.
- In performing its responsibilities, the Nominating and Governance Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors.

Statement of Policy on Criteria for Selecting Directors and Nominations Process

The Nominating and Governance Committee (the “Committee”) has adopted this policy statement in connection with requirements under applicable Nasdaq rules and for purposes of required disclosure under the federal securities laws.

The Committee believes that all candidates for nomination as a director should meet the following minimum criteria:

- Candidates must possess the ability to apply good business judgment and must be in a position to properly exercise their duties of loyalty and care.
- Candidates should exhibit proven leadership capabilities, high integrity and moral character, significant business experience and a high level of responsibility within their chosen fields.
- Candidates should have the ability to quickly grasp complex principles of business, finance, international transactions and the regulatory environment in which public companies must operate.
- Candidates should have the ability to read and understand basic financial statements.
- In general, candidates will be preferred who hold an established senior or executive level position in business, finance, law, education, research or government.

The Committee intends to follow the process outlined below in selecting director candidates for nomination by the Board:

- In the case of incumbent directors whose terms of office are set to expire, the Committee will review such directors’ overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any transactions of such directors with the Company during their term.
 - On the basis of information learned during this process, the Committee will determine which nominee(s) to recommend to the Board to submit for election at the next annual meeting.
- In the case of new director candidates, the committee will first determine whether the nominee must be independent for Nasdaq purposes, which determination will be based upon the Company’s charter and bylaws, applicable securities laws, the rules and regulations of the SEC, the rules of the National Association of Securities Dealers, and the advice of counsel, if necessary.
 - The Committee will then use its and management’s network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm.
 - The Committee will then conduct a process of making a preliminary assessment of each candidate based upon the resume and biographical information, an indication of the individual’s willingness to serve and other background information.
 - This information will be evaluated against the criteria set forth above and the specific needs of the Company at that time. Based upon a preliminary assessment of the candidate(s), those who appear best suited to meet the needs of the Company may be invited to participate in a series of interviews, which are used as a further means of evaluating potential candidates.
 - On the basis of information learned during this process, the Committee will determine which nominee(s) to recommend to the Board to submit for election at the next annual meeting.