

# **BROOKTROUT, INC.**

AMENDED AND RESTATED  
(as of March 4, 2004)

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### **A. Purpose**

The purpose of the Nominating and Corporate Governance Committee is to:

- identify individuals qualified to become Board members;
- select the persons to be nominated by the Board for election as directors at the annual meeting of stockholders;
- develop and recommend to the Board a set of corporate governance principles applicable to the Company; and
- oversee the evaluation of the Board.

### **B. Structure and Membership**

1. Number. The Nominating and Corporate Governance Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by the applicable rules of Nasdaq, each member of the Nominating and Corporate Governance Committee shall be an independent director as defined by such rules.
3. Chair. Unless the Board elects a Chair of the Nominating and Corporate Governance Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Nominating and Corporate Governance Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Nominating and Corporate Governance Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Nominating and Corporate Governance Committee from such Committee, with or without cause.

### **C. Authority and Responsibilities**

#### **Board and Committee Membership**

1. Selection of Director Nominees. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Nominating and Corporate Governance Committee shall have sole responsibility and authority for identifying the persons to be nominated by the Board for election as directors at the annual meeting of stockholders. The Committee shall also have sole responsibility and authority for identifying and electing persons to fill any vacancies on the Board. The Committee may, but shall not be required to, submit its determinations to the Board for consideration and approval. In making such recommendations, the

Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.

2. Criteria for Selecting Directors. The Nominating and Corporate Governance Committee shall use the written criteria established by the Board to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. Search Firms. The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
4. Recommendation of Committee Members. The Nominating and Corporate Governance Committee shall have sole responsibility and authority for selecting and appointing directors to each committee of the Board, other than the Nominating and Corporate Governance Committee. The Committee may, but shall not be required to, submit its determinations to the Board for consideration and approval. The Nominating and Corporate Governance Committee shall also be responsible for recommending to the Board the directors to be appointed to such Committee.

#### **Evaluation of the Board and Succession Planning**

5. Evaluation of the Board. The Nominating and Corporate Governance Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.
6. Succession of Senior Executives. The Nominating and Corporate Governance Committee shall present an annual report to the Board on long-term succession planning. The Nominating and Corporate Governance Committee shall assist the Company's Executive Committee, to the extent requested by the Executive Committee, in updating from time to time the Company's plan for emergency and short-term transitional Company leadership in the event of an unplanned vacancy among senior executives.

#### **Company Policies**

7. Oversight. The Nominating and Corporate Governance Committee shall coordinate the Board of Directors' oversight of the Company's securities trading policy, disclosure policy and code of conduct (other than the financial or accounting aspects of such code).

#### **D. Procedures and Administration**

1. Meetings. The Nominating and Corporate Governance Committee shall meet as often as it deems necessary in order to be perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Nominating and Corporate Governance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Nominating and Corporate Governance Committee shall report regularly to the Board.
4. Charter. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Nominating and Corporate Governance Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Investigations. The Nominating and Corporate Governance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.