



CORPORATE GOVERNANCE COMMITTEE CHARTER

Updated as of December 14, 2006

I. STATUS

The Corporate Governance Committee (the "*Committee*") is a committee of the Board of Directors (the "*Board*") of IDT Corporation (the "*Company*").

II. PURPOSE AND RESPONSIBILITIES

The purpose of the Committee shall be to advise the Board on matters of corporate governance, including making suggestions for policies and procedures in connection therewith. In furtherance thereof, the Committee shall carry out all of the duties and responsibilities required hereunder and set forth for the Committee in the Corporate Governance Guidelines of the Company, as in effect from time to time (the "*Corporate Governance Guidelines*"). In furtherance thereof, the Committee shall have the following duties and responsibilities:

- To carry out all of the duties and responsibilities set forth for the Committee in the Corporate Governance Guidelines;
- To make recommendations to the Board as to determinations of the independence of directors;
- To review the continued appropriateness of Board membership of a director who has a material change in principal occupation and recommend to the Board if such director's resignation should be accepted or rejected;
- To review the continued appropriateness of Board membership of a director who joins the board of directors of another company;
- To review and recommend to the Board proposed changes to the Restated Certificate of Incorporation and the By-laws that relate to corporate governance matters;
- To oversee the self-evaluations of the Board, the Audit Committee and the Compensation Committee, as contemplated by the Corporate Governance Guidelines.

- To conduct an annual review of this charter, the Corporate Governance Guidelines and the various codes of ethics that relate to the Company and recommend any changes to the Board;
- To evaluating each request for a waiver of the application of a code of ethics and report its findings and recommendations to the Board;
- To review annually with the Chairman of the Board or the Chief Executive Officer the succession plans with respect to the position of Chief Executive Officer and make recommendations to the Board in connection therewith;
- To perform an annual performance evaluation of the Committee;
- To periodically review the governance practices of the Company and make recommendations to the Board; and
- To perform such other duties and responsibilities consistent with the purpose of this Committee and the Board or the Committee shall deem appropriate.

The Committee will necessarily rely to a significant extent on information and advice provided by senior management and independent advisors. Whenever the Committee takes action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its stockholders.

III. MEMBERSHIP

The Committee shall consist of at least two members of the Board, as the Board shall determine on an annual basis. Each member shall be an independent director, as that term is defined in the Corporate Governance Guidelines, which shall comply with all applicable provisions of law, regulation and rules of any stock exchange on which the Company's securities are listed.

IV. APPOINTMENT, RESIGNATION AND REMOVAL

The Board shall appoint the members of the Committee for each year at its first meeting following the annual meeting of stockholders. Unless a Chairman of the Committee is elected by the full Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.. Each member of the Committee shall be qualified for service on the Committee based on his or her personal integrity and professional experience. A Committee member may resign by delivering his or her written resignation to the Chairman of the Board. A Committee member may be removed by majority vote of the entire Board upon delivery to such member of written notice of removal, to take

effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.

V. POWER AND AUTHORITY

The Board delegates to the Committee all powers and authority that are necessary or appropriate to fulfill its duties and obligations hereunder, including without limitation to establish subcommittees for the purpose of evaluating special or unique matters.

VI. MEETINGS

The Committee shall meet at least twice each year and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall report its minutes from each meeting to the Board.

VII. COMMITTEE ACTION

A majority of the members present shall decide any question brought before the Committee. Actions by the majority may be expressed either by a vote at a meeting or in writing without a meeting. Two members shall constitute a quorum.

VIII. PROCEDURES

The chairman of the Committee shall establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. The chairman of the Committee shall appoint as secretary a person who may, but need not, be a member of the Committee. The secretary of the Committee shall keep minutes of the meetings of the Committee. A certificate of the secretary of the Committee setting forth the names of the members of the Committee or actions taken by the Committee shall be sufficient evidence at all times as to the persons constituting the Committee and the actions taken.