

**IMAGISTICS INTERNATIONAL INC.  
CHARTER OF THE GOVERNANCE COMMITTEE**

**(As amended October 28, 2003)**

**I. Purposes and Goals**

The Governance Committee is appointed by the Board of Directors of Imagistics International Inc. (the “**Company**”) to assist the Board of Directors of the Company (the “**Board of Directors**”) in fulfilling its responsibility to the Company’s stockholders relating to the Company’s selection and nomination of Directors and the other corporate governance-related matters listed below. The Governance Committee’s primary purposes and goals are to:

- Identify individuals who are qualified to become members of the Board of Directors.
- Make recommendations to the Board of Directors relating to the Company’s selection and nomination of Directors.
- Review and establish the compensation of non-employee members of the Board of Directors.
- Develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Company.
- Review corporate governance trends, issues and best practices.
- Make recommendations to the Board of Directors regarding the adoption of best practices most appropriate for the governance of the affairs of the Board of Directors and the Company, including any recommended amendments to the Company’s corporate governance principles.

The Chairman of the Board shall provide the Governance Committee with all of the resources, both internal and external, which the Governance Committee deems necessary or advisable to meet its duties and responsibilities and carry out its function. Without limiting the foregoing, the Governance Committee shall have sole authority to retain and terminate any search firm or other consulting firm to be used to identify candidates for the Board of Directors and to assist in the evaluation of director compensation, including sole authority to approve such firms’ fees and other retention terms.

## **II. Composition and Meetings**

The Governance Committee shall be comprised of three or more directors as determined by the Board of Directors, each of whom shall be independent directors as set forth in the applicable rules of the New York Stock Exchange.

Governance Committee members shall be appointed by the Board of Directors, shall serve at the will of the Board of Directors, and may be removed with or without cause by the affirmative vote of a majority of the members of the Board of Directors. The Governance Committee Chair shall be rotated among members periodically at the discretion of the Board of Directors. If practicable, the immediate past Chair will continue as a member of the Governance Committee for at least one year to ensure an orderly transition. If a Governance Committee Chair is not designated or present at a meeting, the members of the Governance Committee may designate a Chair for such meeting by majority vote. The Governance Committee may delegate its duties to one or more subcommittees consisting of Governance Committee members. Regular meetings of the Governance Committee will be at such times during the year as approved by the Governance Committee. Meetings with members of Management and/or with independent advisors may be scheduled at the request of the Governance Committee. Special meetings may be called and held subject to the Company's By-laws.

The Governance Committee may meet privately with independent advisors and shall be free to talk directly and independently with any member of Management in discharging its responsibilities.

The Governance Committee Chair will regularly report the Governance Committee's findings, conclusions and recommendations to the Board of Directors.

## **III. Responsibilities and Duties**

In discharging its duties, the Governance Committee shall:

### Review Procedures

1. Recommend to the Board of Directors a slate of nominees to be proposed for election to the Board of Directors by stockholders at annual meetings.
2. Recommend individuals to fill any vacancies created on the Board of Directors.
3. Make recommendations to the Board of Directors regarding the size and composition of the Board, the particular qualifications and experience that might be sought in Board nominees, and assess whether the qualifications

and experience of candidates for nomination and renomination to the Board meet the then current needs of the Board.

4. Seek out possible candidates for nomination and consider suggestions by stockholders, Management and employees and others for candidates for nomination and renomination as Directors.
5. Review and make recommendations to the Board or Directors regarding the composition, duties and responsibilities of various Board committees from time to time as may be appropriate.
6. Consider such other matters relating to the Director nomination process as may be requested from time to time by the Board of Directors or the Governance Committee Chair.
7. Review and advise the Board on such matters as protection against liability and indemnification and other policies and programs relating to Directors.
8. Oversee and assess the effectiveness of the annual evaluation of the performance of the Board as a whole.
9. Review and establish the compensation of non-employee members of the Board of Directors.
10. Review corporate governance trends, issues and best practices.
11. Review and evaluate the Company's corporate governance documents, including its corporate governance principles.
12. Review and evaluate the Company's corporate administration.
13. Perform an annual performance evaluation of the Governance Committee and report annually to the Board of Directors with respect thereto.

#### **IV. Criteria for Selection of Directors**

It is the Company's desire to select individuals for nomination to the Board of Directors who are most highly qualified and who, if elected, will have the time, qualifications and dedication to best serve the interests of the Company and its stockholders, taking into account such persons' skills, qualities and capabilities, as well as the needs and objectives of the Board and the Company. A person's sex, race, religion, age or disability shall not be a criterion for service on the Board of Directors.