

**PRG-SCHULTZ INTERNATIONAL, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Purpose**

Corporate governance is a structure within which directors and management can pursue effectively the objectives of the Company for the benefit of all its stakeholders (employees, customers, shareholders and suppliers). The Board of Directors of PRG-Schultz International, Inc. (the “Company”) shall establish a Nominating and Corporate Governance Committee charged with reviewing and recommending for the Board’s approval actions that enhance the Board’s effectiveness in fulfilling its responsibilities, including oversight of the Company’s corporate governance policies relating to the composition of the Board and its committees and evaluation and nomination of candidates for election and re-election as directors.

**Committee Organization and Membership**

The Committee shall consist of a minimum of three directors appointed by the full Board. Except to the extent permitted under the rules of The Nasdaq National Market (“Nasdaq”), or any other exchange or quotation system on which the securities of the Company are traded or quoted, the members of the Committee shall meet the independence requirements of Nasdaq or any such other exchange or quotation system. The Committee shall have authority to delegate any decisions to a subcommittee of the Committee, provided that a full report of any action taken is promptly made to the full Committee.

**Duties of the Committee.**

The Committee shall:

- Develop selection criteria for potential candidates to fill Board openings as they occur, identify and evaluate such candidates, and recommend to the Board nominees for election at each annual meeting of shareholders and as otherwise appropriate, directors whose experience and expertise will provide added value to the Board’s oversight responsibilities. In identifying and considering candidates, the Committee will be mindful of the importance of a diversely composed Board as well as the ability of each nominee to meet the time requirements of a Board position.
- Establish the desired qualifications for the membership of the Board and its committees as a whole, as well as making recommendations as to the size of the Board and each committee.
- Have authority to retain, determine the terms of engagement and compensation of and terminate any search firm that will be used to identify director candidates.
- Following consultation with the Compensation Committee of the Board of Directors, have responsibility for establishing the compensation of all directors.
- Perform any other duties which may be delegated to the Committee by the Board, or which may be required of the Committee by law or any applicable rules promulgated by the National Association of Securities Dealers, Inc. with respect to companies whose securities are listed on the Nasdaq National Market System or the rules of such other exchange or quotation system upon which Company securities are listed or traded.