



NOMINATING COMMITTEE CHARTER

Updated as of December 14, 2006

I. STATUS

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

II. PURPOSE

The Committee shall establish procedures for the nomination process, recommend candidates for election to the Board and nominate executive officers for election by the Board. For purposes hereof, the term "executive officers" shall have the meanings set forth in the Corporate Governance Guidelines.

III. MEMBERSHIP

The Committee shall consist of at least two members of the Board, as the Board shall determine on an annual basis. The Chairman of the Board and the Chief Executive Officer of the Company shall be members of the Committee.

IV. APPOINTMENT, RESIGNATION AND REMOVAL

The Board shall appoint the members of the Committee 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 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 or the Chief Executive Officer. 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. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

- To make recommendations to the Board concerning the size, composition and structure of the Board and its committees;

- To oversee nominations to the Board, which shall involve:

Developing the criteria and qualifications for membership on the Board;

Considering, recommending and recruiting candidates to fill new or vacant positions on the Board;

Retaining and terminating any search firm to be used to identify director candidates and to approve the fees and other retention terms of any such search firm;

Reviewing candidates recommended by the stockholders;

Conducting appropriate inquiries into the backgrounds and qualifications of possible candidates;

Recommending director nominees for approval by the Board and the stockholders; and

Recommending nominees for membership on the committees of the Board and to chair the committees of the Board;

VI. 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.

VII. MEETINGS

The Committee shall meet at least once 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.

VIII. 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.

IX. 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.