

# **SPEEDUS CORP.**

## **GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

The Governance and Nominating Committee of Speedus Corp. (the “Company”) shall provide support for the governance role of the Company’s Board of Directors by reviewing and making recommendations on the composition of the Board, periodically assessing the functioning of the Board and its Committees, reviewing and making recommendations regarding non-employee director compensation, and making recommendations to the Board regarding corporate governance matters and practices.

### **Membership**

The membership of the Committee shall consist of at least three directors, each of whom shall meet the independence requirements established by applicable laws, regulations and listing requirements. The Board appoints the members of the Committee and the Chairperson. The Board may remove any member from the Committee at any time with or without cause.

### **Operations**

The Committee shall meet at least once a year. Additional meetings may occur as the Committee deems advisable. The Committee will cause to be kept adequate minutes of all its proceedings and will periodically report on its actions and activities to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter or of the Bylaws of the Company.

### **Authority**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate outside counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

### **Responsibilities**

The principal responsibilities and functions of the Governance and Nominating Committee are as follows:

- Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders, and for appointment to the committees of the Board (including this Committee).
- Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors.

- Assist in identifying, interviewing and recruiting candidates for the Board.
- Annually review the composition of each committee and present recommendations for committee memberships to the Board as needed.
- Periodically review the compensation paid to non-employee directors and make recommendations to the Board for any adjustments.
- Regularly review and make recommendations about changes to the charter of the Governance and Nominating Committee.
- Regularly review and make recommendations about changes to the charters of other Board committees after consultation with the respective committee chairs.