

Nominations Committee Charter

The main responsibilities of the Nominations Committee are to:

- conduct an annual review the membership of the board having regard to present and future needs of the company and to make recommendations on board composition and appointments
- conduct an annual review of the independence of directors
- propose candidates for board vacancies
- oversee the annual performance assessment program
- oversee board succession

Powers

The IDT Nominations Committee has the ability to direct any special investigations deemed necessary and to consult independent experts where considered necessary to carry out its duties. Costs of such investigations are borne by IDT.

Duties

The following duties are structured in accordance with the Nominations Committee purposes:

- (a) To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size and composition of the Board.
- (b) To identify individuals believed to be qualified to become Directors and to recommend such candidates to the Board. In nominating candidates, the Committee shall take into considerations such factors as it deems appropriate. These factors may include judgement, skill, diversity, experience with businesses and other organisations of comparable size, the interplay of the candidate's experience with the experience of other Directors, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.
- (c) To identify Directors qualified to fill vacancies on the Board
- (d) Recommend to the Board the appointment of directors to respective Board committees. In nominating a director, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate.
- (e) Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
- (f) Recommend to the Chairman of the Board the appropriate process for evaluation of the performance of each director.
- (g) Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members, or corporate governance.

Meetings

The IDT Nominations Committee will meet at least once a year, and more frequently if required.