

**ACCESS WORLDWIDE COMMUNICATIONS, INC.**

**NOMINATING COMMITTEE CHARTER**

**September 14, 2004**

**Organization**

There shall be a committee of the Board of Directors of Access Worldwide Communications, Inc. (the "Corporation") to be known as the Nominating Committee. The Nominating Committee shall be composed of at least three directors who are "independent" in accordance with The Nasdaq Stock Market Marketplace Rules for determining the independence of directors (subject to any Nasdaq exceptions), and otherwise meet The Nasdaq Stock Market Marketplace Rules requirements for the membership of the Nominating Committee. The Nominating Committee members shall be free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as a Nominating Committee member.

**Statement of Purpose**

The purpose of the Nominating Committee shall be to solicit, consider, recommend and nominate candidates to serve on the Board of Directors of the Corporation under criteria adopted by it from time to time.

**Responsibilities of Nominating Committee**

- 1) Establish an agenda for the ensuing year. Hold such regular meetings as may be necessary and such special meetings as may be called by the Chairman of the Nominating Committee or at the request of the Board of Directors.
- 2) Review the powers and duties of the Nominating Committee and report and make recommendations to the Board of Directors on these responsibilities.
- 3) Periodically review, at least once a year, whether any steps should be taken to improve the effectiveness of the Nominating Committee and/or the Board of Directors. Review and consider, among other things, the following:
  - a) the composition and experience base of the members of the Nominating Committee;
  - b) whether the size of the Board of Directors should be expanded or contracted; and
  - c) what types of experience, areas of expertise or other skills should be added to the Board of Directors.
- 4) In connection with the Nominating Committee's annual process of recommending to the Board of Directors a slate of directors for election or re-election, the Nominating Committee will consider and review the direct and indirect relationships of members of the Board of Directors with the Corporation or its management and assist the Board of Directors with its determination of independence of its members.
- 5) Solicit suggestions for director candidates from management, shareholders and other sources. Consider and accept nominations for candidates to serve as directors. In performing this

responsibility, the Nominating Committee will evaluate the suitability of potential candidates based on the Criteria for Nomination to the Board of Directors attached hereto as Annex A. The Nominating Committee will meet with candidates to review their qualifications and will request such materials from each candidate as the Nominating Committee deems necessary.

- 6) Give appropriate consideration to candidates for Board membership nominated by shareholders in accordance with the following procedures. A shareholder may nominate a person for election as a director at an annual meeting of the shareholders only if written notice of such shareholder's intent to make such nomination has been given to the Corporation's Secretary as described in the applicable proxy statement for the previous year's annual meeting of shareholders. Each written notice must set forth: (a) the name and address of the shareholder who is making the nomination; (b) the number of shares of the Corporation's common stock which are beneficially owned by the shareholder and a representation that the shareholder is a holder of record of common stock of the Corporation entitled to vote at such annual meeting of the shareholders and intends to appear in person or by proxy at the meeting and nominate the person specified in the notice; (c) the name of the director candidate; (d) a complete bio or statement of the candidate's qualifications (including education, work experience, knowledge of the Corporation's industry, membership on the Board of Directors of another corporation and civic activity); (e) a description of all arrangements or understandings between the shareholder and the candidate and/or any other person or persons pursuant to which the nomination is to be made by the shareholder; (f) such other information regarding a candidate as would be required to be included in a proxy statement, including information with respect to a candidate's independence as defined under the rules and regulations promulgated by the Securities and Exchange Commission and Nasdaq and information regarding the candidate's attributes that the Nominating Committee would need to consider in order to assess whether such candidate would qualify as an "audit committee financial expert" as defined by the rules and regulations promulgated by the Securities and Exchange Commission; and (g) the candidate's consent to serve as a director of the Corporation if elected. The Nominating Committee will evaluate the suitability of potential candidates nominated by shareholders in the same manner as other candidates identified to the Nominating Committee in accordance with Annex A.
- 7) Evaluate the performance of each incumbent director before recommending to the Board of Directors his or her nomination for an additional term as a director.
- 8) Review with the full Board of Directors the Nominating Committee's recommendations and nominations for candidates to the Board of Directors of the Corporation. The Nominating Committee will also make recommendations regarding director nominations submitted to the Corporation by shareholders in accordance with item 6 above.
- 9) Work together with management and counsel to the Corporation to provide new directors with appropriate orientation.
- 10) Identify directors to serve as members of each Board committee after taking into account the desires, experiences and expertise of individual directors. The Nominating Committee will review and recommend Board committee slates annually and shall recommend additional Board committee members as needed. In recommending a candidate for Audit Committee membership, the Nominating Committee shall provide to the Board its assessment of whether such candidate would be an "audit committee financial expert" as defined by the rules of the Securities and Exchange Commission.

- 11) Review required disclosure regarding the Nominating Committee and its responsibilities in the proxy statement for each year's annual meeting of the shareholders.
- 12) Submit the minutes of all meetings of the Nominating Committee to, or discuss the matters discussed at each Nominating Committee meeting with, the Board of Directors.
- 13) Review Board membership succession planning within the Corporation.
- 14) Annually review the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
- 15) Annually review the adequacy of the Criteria for Nomination to the Board of Directors and make any changes the Nominating Committee deems necessary.
- 16) Consider such other matters in relation to Board membership as the Nominating Committee may, in its discretion, determine to be advisable.

#### **Authority and Resources**

The Nominating Committee shall have the authority and resources to:

- 1) Engage outside search or other consultants to assist in identifying potential director candidates and determine and approve the search firm's fees and retention terms.
- 2) Engage external legal or other experts or advisors as it deems necessary and appropriate and approve their fees and retention terms.

## **Annex A**

### **Criteria for Nomination to the Board of Directors**

1. Directors should be of high ethical character and should have reputations, both personal and professional, consistent with the image and reputation of Access Worldwide Communications, Inc.
2. Directors should be highly accomplished in their respective fields, with superior credentials and recognition.
3. In selecting directors, the Nominating Committee should consider whether a candidate currently serves or previously served as a Chief Executive Officer or Chief Financial Officer of a public company or has experience leading a complex organization.
4. The Nominating Committee should also seek some directors who are widely recognized as leaders in the fields of telecommunications or technology, including those who have received prestigious awards and honors in their fields.
5. In selecting directors, the Nominating Committee should consider the interplay of a candidate's knowledge, expertise, skills and experience with that of the other members of the Board of Directors in order to build a Board of Directors that is effective, collegial and responsive to the needs of the Corporation.
6. Each director should have relevant expertise and experience, and be able to offer advice and guidance to the Chief Executive Officer based on that expertise and experience.
7. The majority of directors on the Board of Directors should be "independent," not only as that term may be legally defined, but also without the appearance of any conflict in serving as a director. In addition, directors should be independent of any particular constituency and be able to represent all shareholders of the Company. Directors should not have any material relationships with competitors or other third parties that could present realistic possibilities of conflict of interest or legal issues.
8. Directors should be willing and capable to take the time to actively participate in meetings of the Board of Directors and its committees and related activities.
9. Directors should be available to remain on the Board of Directors long enough to make an effective contribution.
10. Each director should have the ability to exercise sound business judgment.