

Communication Intelligence Corporation

The Nominating Committee Charter

Status

The Nominating Committee is a committee of the Board of Directors.

Membership

The Nominating Committee shall consist of directors all of whom in the judgment of the Board of Directors shall be independent in accordance with the listing requirements of the principal market or exchange on which the Company's shares are traded and if no such standards are prescribed, then in accordance with applicable rules and regulations of the Securities and Exchange Commission.

Responsibilities

The Nominating Committee is responsible for considering and making recommendations to the Board concerning the appropriate size, functions and needs of the Board. The Nominating Committee may, at its sole discretion, engage director search firms and has the sole authority to approve the fees and other retention terms with respect to any such firms. The Nominating Committee also has the authority, as necessary and appropriate, to consult with outside advisors to assist in their duties to the Company. This responsibility includes:

- developing and recommending to the Board the criteria for Board membership. Criteria should include, among other things, integrity, independence, diversity of experience, leadership and the ability to exercise sound judgment;
- considering, recommending and recruiting candidates to fill new positions on the Board;
- reviewing candidates recommended by shareholders;
- conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates; and
- recommending the Director nominees for approval by the Board and the shareholders.

The Committee's additional functions are:

- to consider questions of possible conflicts of interest of Board members and of the Company's senior executives;
- to monitor and recommend the functions of the various committees of the Board;
- to recommend members of the committees;
- to advise on changes in Board compensation;
- to make recommendations on the structure of Board meetings;
- to recommend matters for consideration by the Board;
- to consider matters of corporate governance and to review, at least annually, the Company's nominating principles; and
- to consider, and review periodically, the Company's director qualification standards.