

NOMINATION AND GOVERNANCE COMMITTEE

CRITERIA FOR DIRECTOR NOMINEES

Pursuant to the Nomination and Governance Committee Charter as approved by the Board of Directors of Andrea Electronics Corporation ("Company"), the Nomination and Governance Committee ("Committee") is charged with several duties and responsibilities relating to director nominations, including considering criteria for identifying and selecting individuals who may be nominated for election to the Board of Directors. In connection with the fulfillment of such duties and responsibilities, the Committee is hereby setting forth the following criteria the Committee will consider when it selects individuals to be nominated for election to the Board of Directors.

Eligibility Requirements

A candidate must meet the eligibility requirements set forth in the Company's bylaws, if any. A candidate also must meet any qualification requirements set forth in any Board or committee governing documents.

Selection Considerations

If the candidate is deemed eligible for election to the Board of Directors, the Committee will consider the following criteria in selecting nominees:

- ***Contribution to Board*** – The Company endeavors to maintain a Board of Directors that possesses a wide range of abilities. Thus, the Committee will assess the extent to which the candidate would contribute to the range of talent, skill and expertise appropriate for the Board of Directors.
- ***Experience*** – The Company is a leading developer of hardware and software microphone technologies. Because of the nature of the Company's business, the Committee will consider a candidate's relevant business experience and skills, including the candidate's familiarity with the operations of public companies and ability to read and understand fundamental financial statements.
- ***Integrity*** – Due to the nature of the services provided by the Company and its subsidiaries, the Company is in a special position of trust with respect to its customers. Accordingly, the integrity of the Board of Directors is of utmost importance to developing and maintaining customer relationships. In connection with upholding that trust, the Committee will consider a candidate's personal and professional integrity, honesty and reputation.
- ***Stockholder Interests and Dedication*** – A basic responsibility of directors is the exercise of their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In connection with such obligation, the Committee will consider a candidate's ability to represent the best

interests of the Company and its stockholders, the potential for conflicts of interests with the candidate's other pursuits, and the candidate's ability to devote sufficient time and energy to diligently perform his or her duties, including the candidate's ability to personally attend board and committee meetings.

- ***Independence*** – A majority of the Board of Directors and all members of the Audit, the Compensation and the Nomination and Corporate Governance Committees are required to be independent. In meeting this requirement, the Committee will consider the absence or presence of material relationships between a candidate and the Company (including those set forth in the Securities and Exchange Commission regulations and the American Stock Exchange listing standards) that might impact objectivity and independence of thought and judgment. In addition, the Committee will consider the candidate's ability to serve on any Board committees that are subject to additional regulatory requirements (e.g. Securities and Exchange Commission regulations or American Stock Exchange listing standards).
- ***Equity Holdings*** – The Committee believes that having a proprietary interest in the Company serves as an incentive to contribute to the success of the Company and to help increase stockholder value. Thus, the Committee will consider a candidate's equity holdings in the Company.
- ***Additional Factors*** – The Committee will also consider any other factors it deems relevant to a candidate's nomination, including the extent to which the candidate helps the Board of Directors reflect the diversity of the Company's shareholders, employees, customers and communities. The Committee also may consider the current composition and size of the Board of Directors, the balance of management and independent directors, and the need for audit committee expertise.

The Committee may weight the foregoing criteria differently in different situations, depending on the composition of the Board of Directors at the time. The Committee will strive to maintain at least one director who meets the definition of "audit committee financial expert" under Securities and Exchange Commission regulations.

Re-Election of Directors

Prior to nominating an existing director for re-election to the Board of Directors, the Committee shall consider and review the existing director's:

- Board and committee attendance and performance;
- length of Board service;
- experience, skills and contributions that the existing director brings to the Board;
and
- independence.

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