

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

POLICY ON SHAREHOLDER RECOMMENDATIONS OF DIRECTOR CANDIDATES

Policy

It is the policy of the Nomination and Corporate Governance Committee (“Committee”) of the Board of Directors of Andrea Electronics Corporation (“Company”) to consider director candidates recommended by shareholders who appear to be qualified to serve on the Company’s Board of Directors. The Committee may choose not to consider an unsolicited recommendation if no vacancy exists on the Board of Directors and the Committee does not perceive a need to increase the size of the Board of Directors. In order to avoid the unnecessary use of the Committee’s resources, the Committee will consider only those director candidates recommended in accordance with the procedures set forth below.

Procedures

To submit a recommendation of a director candidate to the Committee, a shareholder should submit the following information in writing, addressed to the Chairman of the Committee, care of the Corporate Secretary, at the main office of the Company:

1. The name of the person recommended as a director candidate;
2. All information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended;
3. The written consent of the person being recommended as a director candidate to being named in the proxy statement as a nominee and to serving as a director if elected;
4. As to the shareholder making the recommendation, the name and address, as they appear on the Company’s books, of such shareholder; provided, however, that if the shareholder is not a registered holder of the Company’s common stock, the shareholder should submit his or her name and address along with a current written statement from the record holder of the shares that reflects ownership of the Company’s common stock; and
5. A statement disclosing whether such shareholder is acting with or on behalf of any other person and, if applicable, the identity of such person.

In order for a director candidate to be considered for nomination at the Company’s annual meeting of shareholders, the recommendation must be received by the Committee at least 120 calendar days prior to the date the Company’s proxy statement was released to shareholders in connection with the previous year’s annual meeting, advanced by one year.