

NOMINATION AND GOVERNANCE COMMITTEE

PROCEDURE FOR EVALUATING 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 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 procedures the Committee will generally follow in evaluating individuals to be nominated for election to the Board of Directors.

Qualification

After an individual has been identified as a potential candidate, the Committee will first determine whether the candidate:

- meets the eligibility requirements set forth in the Company's governing documents and Board or committee governing documents; and
- is qualified for service on the Board of Directors by evaluating the candidate under the selection considerations set forth in the Nomination and Governance Committee Criteria for Director Nominees.

Suitability

Once it has been determined that an individual is qualified to serve as a director, the Committee shall next conduct a check of the individual's background to ensure nothing exists that would reflect poorly upon the Company or that would indicate that the individual does not have the appropriate character to serve. Furthermore, because federal securities laws require disclosure regarding specific relationships and events, the Committee believes it is prudent to determine in advance the existence of any such matters. One or more of the following steps shall be taken to ensure a thorough examination of a candidate's background:

- Credit check.
- Litigation search.
- Completion of a Director Questionnaire.

Evaluation of Quality of Candidacy

After the Committee has determined that a candidate is qualified to serve on the Board of Directors and that there is nothing in a candidate's background that would preclude his or her nomination and appointment, the Committee shall interview the candidate to assess the qualities

of the candidate and the contributions he or she would make to the Board. The interview shall cover the following topics:

- Knowledge of the hardware and software microphone technologies;
- Business and/or management experience;
- Educational background;
- Familiarity with the operations of public companies;
- Present time commitments and flexibility; and
- Ability to read and understand financial statements.