

# NOMINATING AND GOVERNANCE COMMITTEE CHARTER

## I. PURPOSE

The Nominating and Governance Committee (the "Committee") shall oversee, review, and make periodic recommendations concerning the Company's corporate governance policies, and shall recommend candidates for election to the Company's Board of Directors (the "Board").

## II. COMMITTEE MEMBERSHIP & CHAIRPERSON

The Committee shall be comprised of not less than three directors each of whom shall be an "independent director" as required by the rules of The Nasdaq Stock Market, Inc. ("Nasdaq"). Each Committee member shall be subject to annual reconfirmation and may be removed by the Board at any time.

## III. COMMITTEE RESPONSIBILITIES

a. The Committee shall evaluate, propose and recommend nominees to the Board for election at the Company's annual meeting of shareholders to serve for the following year..

The Committee will focus on a candidate's expertise in one or more of the following: the Company's industry, technology, business, legal matters, finance, sales and marketing, and any other areas of expertise that would reasonably enable the nominee to provide seasoned and reputable service to the shareholders of the Company. Evaluation of candidates for all nominees, whether submitted by a Board member or a stockholder, generally involves reviewing background materials, internal discussions among Committee members, and interviewing selected candidates as appropriate. Provided, however, that any then-current members of the Board desiring to stand for reelection may be placed on the slate of directors for reelection without further inquiry as to their qualifications in the manner set out in this paragraph. Upon selecting a qualified candidate, the Committee will recommend the candidate for the Board's consideration. The Board then selects and recommends candidates for nomination as directors for stockholders to consider and vote upon at the Annual Meeting. Each nominee has consented to serve until the next annual stockholder meeting, if elected, or until his or her successor is elected and qualified. These procedures shall apply only to the determination of the slate of directors to be presented for election at the annual meeting of the shareholders. The Board may fill vacancies during the course of any year following an annual shareholder's meeting in the manner currently applicable under the Company's Charter, Bylaws, and applicable state law.

b. The Committee shall review from time to time and report to the Board on relevant corporate governance matters.

c. The Committee shall have the authority to engage and obtain advice from internal or external counsel or consultants.

d. The Committee shall review, evaluate and recommend changes to the Board with respect to the size and composition of the Board and its committees from time to time

e. The Committee shall meet annually to review and approve all Committee Charters, including but not limited to, the Audit Committee Charter, the Compensation Committee Charter, the Nominating and Governance Committee Charter and the "NASDAQ Rules for Determining

Whether a Member of the Board of Directors is Independent”.

f. The Committee shall be responsible for the review and approval of related party transactions.

g. Adopt and/or revise a policy on the consideration of candidates for the Board recommended by stockholders.

h. The Committee shall have full access to the Company’s executives as necessary to carry out its responsibilities.

#### **IV. MEETINGS AND MINUTES**

The Committee shall meet periodically as necessary to act upon any matter within its jurisdiction. The Committee shall maintain written minutes of its meetings, which will be filed with the minutes of the Board.

#### **V. DELEGATION OF AUTHORITY**

The Committee may form and delegate authority to subcommittees when deemed necessary.

#### **EXHIBIT A. POLICY ON STOCKHOLDER BOARD NOMINATION**

Stockholders may recommend a nominee by writing to Mr. David Scoglio, Corporate Secretary, Asure Software Inc., 110 Wild Basin Road, Suite 100, Austin, TX 78746, specifying the nominee's name and qualifications for Board membership. All recommendations are submitted to the Committee. Each submission must include (i) a brief description of the candidate, (ii) the candidate's name, age, business address and residence address, (iii) the candidate's principal occupation, (iv) the number of shares of Common Stock beneficially owned, and (v) any other information required by the rules of FINRA and the SEC to list the candidate as a nominee for director in a proxy statement.

Recommended candidates may be required to provide additional information. Recommendations for nominations must be received on or before the same date any requested shareholder proposals must be received for an upcoming annual meeting. The Board will be furnished all such recommendations and may elect but is not required to elect to conduct such interview, investigation, or other determination with regard to any such recommended person to determine that the person is both qualified and willing to serve as a member of the Company’s Board of Directors. Such interview, investigation, or other determination may be made by the Board, or the Board may authorize a member of the Board or an officer of the Company to conduct the proceeding and report to the Board in writing the results of such proceeding. The Board may meet at such time and place as may be mutually agreed by such members, or as determined by the Chairman of the Board of Directors, or may act without meeting as provided by law and the Company’s Bylaws, for the purpose of determining the slate of directors to be proposed for presentation to the shareholders at the annual meeting of shareholders. While our board of directors has not adopted a formal diversity policy or specific standards with regard to the selection of director nominees, the board of directors believes it is important to consider diversity of race, ethnicity, gender, age, education, cultural background, and professional experiences in evaluating board candidates.

*Adopted by Resolution of the Board of Directors*

September 20, 2012