

BROADCAST INTERNATIONAL, INC.
NOMINATING & CORPORATE GOVERNANCE
COMMITTEE CHARTER
Adopted June 7, 2008

Purpose

The members of the Nominating & Corporate Governance Committee shall be appointed annually by the Board of Broadcast International, Inc. (the "Corporation") and charged with (i) nominating to the Board candidates for the Board of Directors of the Corporation consistent with criteria set by the Board, (ii) reviewing the Corporation's governance principles, processes and practices, (iii) conducting self-assessment of the committee's actions and, (iv) recommending director compensation.

Committee Membership

The Committee shall consist of no fewer than three members, all of whom shall be Independent Directors satisfying the independence requirements for Directors as defined by the listing standards of the American Stock Exchange. The members and the Chairman of the Committee shall be appointed by the Board. The members of the Committee may be removed by the Board.

Annual Performance Evaluation

The Committee shall perform an annual self-evaluation of its performance.

Procedures

The presence of a majority of the members of the Committee, a majority of whom are Independent Directors, shall be necessary to constitute a quorum of the Committee, except as may be otherwise required by law or the Corporation's Articles of Incorporation or Bylaws. A majority of the members of the Committee voting on a matter subject to a vote of the Committee shall be Independent Directors. The act of a majority of the Committee members present at any meeting at which a quorum is present shall be the act of the Committee. The Chairman of the Committee in consultation with other members of the Committee shall set meeting agendas. At the discretion of the Committee Chairman, participation in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence in person at a meeting.

Committee Authority and Responsibilities

1. Annually the Committee shall nominate candidates for Board membership to be considered for election at the annual meeting of shareholders. The Committee shall also select nominees to the Board to be elected by the Board with respect to filling vacancies on the Board of Directors and filling newly created directorships. The criteria used by the Committee to identify, evaluate and to select director nominees shall include, but shall not be limited to, relevant industry experience, general business experience, relevant financial experience, and compliance with independence and other qualifications. The Committee shall have the sole authority and shall be granted the resources to retain independent advisers, such as search firms, in order to assist the Committee in identifying and selecting nominees.
2. The Committee shall conduct the Board's annual governance review; including review and recommendations with respect to the corporate governance guidelines applicable to the Corporation.
3. The Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors and may seek the advice and assistance of the full Board of Directors and the Corporation's professional advisors.
4. The Committee shall, as it deems appropriate, formulate and recommend to the Board a code of ethics and business conduct for directors, officers and employees of the Corporation, which shall address, at a minimum, conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of company assets, compliance with laws, rules and regulations and encouraging the reporting of any illegal or unethical behavior. The Committee shall from time to time review the content and implementation of the Corporation's Code of Business Conduct and Ethics and recommend further changes or additions.
5. The Committee shall adopt such rules of procedure for the Committee, not in conflict with this Charter, the Corporation's Articles of Incorporation and Bylaws or applicable law, as it deems appropriate.
6. The Committee shall have the authority to direct and supervise investigations into any matter brought to its attention within the scope of its duties, including allegations of misconduct by the Directors or by committee members.
7. The Committee shall have the authority to obtain advice and assistance from internal or external legal or other consultants or advisors, and to incur such expenses as the Committee in its discretion determines necessary and appropriate in carrying out its work.
8. The Committee may form and delegate authority to subcommittees when appropriate.

9. The Committee shall maintain minutes of its meetings and make regular reports to the Board.
10. The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.