



Nominating and Governance Committee Charter

1. Overview

The Nominating & Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Medical Transcription Billing, Corp., a Delaware corporation (the "**Company**"), is appointed by the Board to discharge the following responsibilities:

- (a) Assist the Board in identifying prospective director nominees who are qualified to become members of the Board in accordance with criteria approved by the Board and recommend to the Board the director nominees for each annual meeting of stockholders;
- (b) Recommend members for each Board committee;
- (c) Ensure that the Board is properly constituted to meet its fiduciary obligations to the Company and its stockholders and that the Company follows appropriate governance standards;
- (d) Develop and recommend to the Board governance principles applicable to the Company, and any related matters required by the federal securities laws; and
- (e) Oversee the evaluation of the Board and management.

2. Organization, Membership Requirements and Compensation

- (a) The Committee shall be comprised of two or more directors. The composition of the Committee shall satisfy the independence requirements established by the rules of The Nasdaq Stock Market, Inc. ("**Nasdaq**") or the New York Stock Exchange ("**NYSE**"), as applicable and such other qualifications as may be established by the Board from time to time; provided that, at the direction and appointment of the Board, one or more members of the Committee need not be an independent member of the Board in accordance with such rules to the extent that the "controlled company" exemption from such rules are then applicable and/or the corporate governance phase-in rules of the United States Securities and Exchange Commission ("**SEC**") are then applicable, provided further that no member of the Committee shall be an employee of the Company.
- (b) The members of the Committee shall be appointed by the Board on the recommendation of the Committee and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board on the recommendation of the Committee.
- (c) Unless a chairperson is elected by the full Board, the members of the Committee may designate a chairperson by majority vote of the full Committee. The Committee may, from time to time, delegate duties or responsibilities to subcommittees or to one member of the Committee. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by laws, regulation or by Nasdaq or the NYSE to be exercised by the Committee as a whole.
- (d) Members of the Committee shall receive such fees (in cash or equity or a combination thereof), if any, for their service as Committee members as may be determined by the Board.

3. Authority and Responsibilities

The Committee shall have the authority and responsibility to:

(a) Nominating Functions

- i. Evaluate and recommend to the Board director nominees for each election of directors, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board;
- ii. Review the composition and size of the Board and determine criteria for selecting new directors, including desired board

- skills and attributes, which may include, among other criteria, issues of character, judgment, independence, diversity, age, expertise, experience, length of service and other commitments and the like, and identify and actively seek individuals qualified to become directors;
- iii. Evaluate the performance of and, if appropriate, recommend reassignment or cessation of membership of particular directors in accordance with the Board's governance guidelines and practices;
 - iv. Consider the Board's leadership structure, including the separation of the Chairperson and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Nominating & Governance Committee deems appropriate;
 - v. Establish and periodically review and update as appropriate the Company's stockholder nominations and recommendations policies and procedures with respect to stockholder nominations of director candidates;
 - vi. Consider and review the qualifications of any director candidates validly nominated stockholders in compliance with the Company's bylaws;
 - vii. Review annually the structure and composition of each committee of the Board and make recommendations to the Board concerning structure, mandate, qualifications, appointment and removal of committee members, as well as the creation or dissolution of committees;
 - viii. Recommend to the Board persons to be members and chairpersons of the various committees; and
 - ix. Assist the Board in evaluating the "independence" of directors and director nominees against the independence requirements of the Nasdaq or NYSE, as applicable, as well as applicable rules and regulations promulgated by the SEC and other applicable laws.

(b) Corporate Governance Functions

- i. Develop, recommend for Board approval, and review on an ongoing basis the adequacy of, the corporate governance principles applicable to the Company;
- ii. Recommend any changes to the corporate governance principles deemed appropriate to the Board for its consideration;
- iii. Oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework, including its Certificate of Incorporation and Bylaws;
- iv. When appropriate and relevant for the Company, conduct a review of the Company's succession planning process for the chief executive officer ("**CEO**") and any other members of the Company's executive management team, and report its findings and recommendations to the Board;
- v. Review the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters;
- vi. Review, at least annually, the Company's compliance with the Nasdaq or NYSE corporate governance listing requirements, as applicable, and report to the Board regarding such compliance;
- vii. Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal;
- viii. Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K;
- ix. Establish criteria for review of the Committee's performance and evaluate the Committee's performance annually;
- x. If requested by the Board, assist the Board in its evaluation of the performance of the directors, the Board and each committee of the Board, including conducting surveys of director observations, suggestions and preferences regarding how effectively the Board operates. The Committee also will evaluate the participation of members of the Board in continuing education activities in accordance with Nasdaq or NYSE rules, as applicable;
- xi. In consultation with the Audit Committee, review, approve and monitor the Company's Code of Business Conduct & Ethics, including procedures for monitoring and enforcing compliance with or granting waivers of the Code of Business Conduct & Ethics, and provide for prompt disclosure to the public of any change in, or waiver of the Code of Business Conduct & Ethics as may be required by SEC or Nasdaq or NYSE rules and regulations, as applicable;
- xii. Consider and review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity;
- xiii. Review and reassess the adequacy of this Charter and the Committee's processes on an annual basis, and make recommendations to the Board, as appropriate, as a result of such review and assessment; and
- xiv. Perform such other activities consistent with this Charter, the Company's organizational documents and governing law, as the Committee or the Board deems necessary or appropriate.

In the exercise of its duties, the Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors, as appropriate, and to determine the terms, costs and fees for such engagements. The Committee may retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements of director candidates. The fees and costs of any such engagements shall be borne by the Company.

4. Meetings

The Committee shall meet as often as it deems appropriate, but not less frequently than once each quarter. The chairperson of the Committee shall preside at each meeting. The chairperson will approve the agenda for the Nominating & Governance Committee's meetings and any other member may suggest items for consideration. If a chairperson is not designated of present, an acting chair may be designated by the Nominating & Governance Committee members present. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth above shall be nonetheless duly authorized actions of the Committee for all corporate purposes.

The Committee may take action by written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws, provided that any such action, to be effective, must be unanimously approved by the members of the Committee. Actions taken by written consent shall be deemed effective when the latest consent is executed.

5. Reports

Consistent with this charter, the Committee shall report to the Board regarding its recommendations for director nominees for the next annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected or to fill vacancies or newly created directorships on the Board or committees. In addition, the Committee shall make regular reports to the full Board on the actions and recommendations of the Compensation Committee.

Adoption & Amendment History

Adopted by the Board of Directors on 4-2-14