

**DCAP GROUP, INC.  
NOMINATING COMMITTEE CHARTER**

**Composition**

The Nominating Committee of DCAP Group, Inc. (the “Committee”) shall be comprised of one or more directors as determined by the Board of Directors. One of the members of the Committee shall be elected Chairman by the Board of Directors or by the Committee members. Members of the Committee shall be elected each year at the first meeting of the Board of Directors following the Annual Meeting of Shareholders. The Board may appoint members to fill any vacancies that arise during the year. The members of the Committee shall meet the definition of “independence” in the listing standards of the National Association of Securities Dealers.

**Authority**

The Committee is granted the authority to perform the duties enumerated in this Charter.

**Responsibility**

The Board delegates to the Committee responsibility to recommend to the Board changes in Board composition as more particularly provided for below.

**Specific Duties**

The Committee shall be responsible for the following:

- make recommendations to the Board with respect to the size and composition of the Board;
- make recommendations to the Board on the minimum qualifications and standards for director nominees and the selection criteria for the Board members, and review the qualifications of potential candidates for the Board;
- make recommendations to the Board on nominees to be elected at the Annual Meeting of Shareholders; and
- seek and identify a qualified director nominee, in the event that a director vacancy occurs, to be recommended to the Board for either appointment by the Board to serve the remainder of the term of a director position that is vacant or election at the Annual Meeting of the Shareholders.

**Meetings**

The Committee shall meet at such times as the Chairman of the Committee shall designate. A majority of the members of the Committee shall constitute a quorum for the transaction of business. As necessary or desirable, the Chairman of the Committee may request that certain members of management be present at meetings of the Committee.

## **Reports And Minutes**

The Committee shall report to the Board as to actions of the Committee at the next regularly scheduled meeting of the Board (or as required by the nature of its duties or its activities) and shall make recommendations to the Board as the Committee decides are appropriate. The Committee shall keep minutes for each meeting. The Committee Chairman shall review and approve the Committee minutes, and they shall be filed with the Corporate Secretary for retention with the records of the Company.