

Nominating and Governance Committee Charter:

Purpose

The primary purposes of the Nominating and Governance Committee (“the Committee”) are to assist the Board by: (1) identifying and analyzing, on an annual basis, important Board member skills and characteristics, and recommending to the Board appropriate individuals for nomination as Board members for the next annual meeting of the Company’s shareholders and for Board Committee members; (2) ensuring that the Audit and Compensation Committees of the Board shall have the benefit of qualified and experienced Independent Directors; and (3) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company.

Composition

The Committee shall consist of not fewer than three independent directors (as defined in the applicable rules for NASDAQ-traded issuers as well as applicable Federal law). Appointment to the Committee, including Chair of the Committee, shall be made on an annual basis by the full Board at the first organizational meeting of the Board after the annual shareholders meeting.

Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by written consent, but shall meet at least twice each year: immediately after the annual shareholders’ meeting, to nominate members of all Board Committees for the forthcoming year; and no more than three months prior to mailing of the notice of annual meeting of shareholders, in order to nominate the slate of directors to be voted upon at that meeting. The Committee will retain written minutes of its meetings, which minutes will be filed with the minutes of the Board of Directors.

The chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chair of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting.

When necessary, but at least once per year, the Committee shall meet in executive session outside of the presence of any executive officers of the Company.

The Chair of the Committee shall report on activities of the Committee to the full Board.

The Committee may delegate authority to select members of the Committee, including individuals, when appropriate.

Responsibilities and Duties

The Nominating and Corporate Governance Committee shall:

- Annually review and reassess the adequacy of its charter and recommend to the Board any changes and revisions to this charter deemed necessary or desirable, although the Board shall have the sole authority to amend this charter.
- Identify and recommend to the Board candidates for the Board’s approval and/or candidates to be put before the shareholders for election as directors at the Company’s annual meeting of shareholders, or, if applicable, at a special meeting of shareholders. In identifying appropriate candidates the Committee will consider issues of diversity, experience, skills, familiarity with ethical and corporate governance issues which the Company faces in the current environment, and other relevant factors. The Committee will make these determinations in the context of the perceived needs of the Company at the time.

- Formulate policies and procedures for identifying and evaluating director nominees, including consideration of nominees recommended by shareholders and administer the process concerning shareholder nominations for director candidates.
- Identify and recommend to the Board individuals for the Board to appoint to fill vacancies existing on the Board.
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate; and generally advise the Board (as a whole) on corporate governance matters.
- Conduct an annual evaluation of the performance of the Board and communicate this evaluation to the full Board. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.
- Recommend members of the audit and compensation committees to the full board at first meetings of the directors following the annual meeting of shareholders.
- Review periodically as it deems appropriate, but at least annually, the standards to be applied by the Board in making determinations as to whether a director should be deemed "independent" under the rules applicable to NASDAQ-traded entities and the SEC, recommend to the Board any modifications to these standards that the Committee deems desirable, and provide to the Board the Committee's assessment of which directors should be deemed independent directors under the then-current standards and under any recommended modifications to the standards.
- Make recommendations to the Board from time to time as to changes that the Committee believes desirable to the size of the Board or any committee thereof.
- Encourage Directors to keep themselves apprised of all current developments that might affect the Company and its activities. Review at least annually the Company's Code of Ethics and any similar Company codes and, based on such periodic review, recommend changes to the Board as deemed appropriate.
- Review any outside directorships in other public companies held by any officer of the Company.
- Review governance-related shareholder proposals and recommend Board responses.
- Report regularly to the Board on Committee actions and any significant issues considered by the Committee.
- The Committee shall conduct an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.
- The Committee will monitor developments, trends and best practices in corporate governance, and take such actions in accordance therewith as it deems appropriate.
- The Committee shall perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deems appropriate.

Shareholder Recommendations to the Committee

The Committee will consider recommendations from Company shareholders when establishing the slate of director nominees to be submitted to the entire board. Such recommendations will be evaluated by the Committee using the same process and criteria that are used for recommendations received from directors and executive officers. The Committee will consider issues of diversity, experience, skills, familiarity with ethical and corporate governance issues which the Company faces in the current environment, and other relevant factors. The

Committee will make these determinations in the context of the perceived needs of the Company at the time.

Procedures by Which Shareholders May Submit Nominees for Director

For a shareholder to recommend a director nominee to the Committee, the shareholder should send the recommendation to the Chair of the Nominating and Governance Committee, c/o Corporate Secretary, International Assets Holding Corporation, 1251 NW Briarcliff Parkway, Suite 800, Kansas City, MO 64116. The recommendation should include (a) the name, address and telephone number of the potential nominee; (b) a statement regarding the potential nominee's background, experience, expertise and qualifications; (c) a signed statement from the potential nominee confirming his or her willingness and ability to serve as a director and abide by the corporate governance policies of International Assets Holding Corporation (including the Code of Ethics) and his or her availability for a personal interview with the Committee; and (d) evidence establishing that the person making the recommendation is a shareholder of the Company.

Recommendations which comply with the foregoing procedures received by the Secretary before September 1 in any year will be forwarded to the Chairman of the Nominating and Governance Committee for review and consideration by the Committee for inclusion in the slate of director nominees to be recommended to the entire board for presentation at the annual meeting of shareholders in the following year.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

Disclosure of Charter

This Charter will be made available on the Company's Web site at www.intlassets.com.

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