

**SUNAIR SERVICES CORPORATION**  
**NOMINATING COMMITTEE CHARTER**

**Organization**

There shall be a committee of the Board of Directors of Sunair Services Corporation ("Corporation"), which shall be known as the Nominating Committee ("Committee"). The Committee shall be composed entirely of directors that shall be independent of the management of the Corporation and free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as a Committee member. Each member of the Committee shall be a "non-employee director" as such term is defined in Rule 16b-3 of the Securities Exchange Act of 1934, an "outside director" as such term is defined in regulations of the Internal Revenue Code of 1986 and meet the independence requirements under the American Stock Exchange Company Guide. The members of the Committee shall be appointed by the Board of Directors, and may be removed by the Board of Directors. The Board of Directors shall designate one of the members as the Chairman of the Committee. The Committee may form and delegate authority to subcommittees as deemed necessary or appropriate, in accordance with applicable law, regulation or the American Stock Exchange Company Guide.

**Statement of Purpose**

The purposes of the Committee are to: (i) identify individuals qualified to become members of the Board of Directors; (ii) select, or recommend to the Board of Directors, director nominees to be presented for shareholder approval at the annual meeting; (iii) select, or recommend to the Board of Directors, director nominees to fill vacancies on the Board of Directors as necessary; (iv) make recommendations to the Board of Directors regarding the size and composition of the Board of Directors; and (v) develop and recommend to the Board of Directors criteria (such as, independence, experience relevant to the needs of the Corporation, leadership qualities, diversity and ability to represent the shareholders) for the selection of individuals to be considered as candidates for election to the Board of Directors.

**Responsibilities of the Committee**

The Committee will, in fulfilling its purposes, have the following authority and responsibilities:

- 1) The Committee will meet as often as its members deem necessary or appropriate to perform the Committee's responsibilities. The Committee may meet in person or by telephone conference call, and may act by unanimous written consent.
- 2) The Committee will make regular reports to the Board of Directors and will propose any necessary or appropriate action to the Board of Directors.
- 3) The Committee will consider and review the direct and indirect relationships of members of the Board of Directors with the Corporation or its management and assist the Board of Directors with its determination of the independence of its members.
- 4) The Committee will formulate and recommend for adoption to the full Board of Directors a procedure to identify and evaluate candidates for election to the Corporation's Board of Directors.

- 5) The Committee will formulate and recommend for adoption to the full Board of Directors a policy regarding consideration of director nominees who are recommended to the Corporation by its shareholders.
- 6) The Committee will accept and consider nominations for candidates to serve as directors.
- 7) The Committee will review with the Board of Directors the Committee's recommendations and nominations for candidates to serve as directors. The Committee will also make recommendations regarding director nominees who are recommended to the Corporation by its shareholders.
- 8) The Committee will periodically review the adequacy of the criteria for nomination to the Board of Directors, and shall recommend any proposed changes to the Board of Directors for approval. The Committee will annually evaluate the adequacy of this Nominating Committee Charter, and will recommend any proposed changes to the Board of Directors for approval. The Committee will annually evaluate the Committee's own performance.
- 9) The Committee will consider such other matters in relation to Board of Directors membership as the Committee deems necessary or appropriate.

#### **Authority and Resources**

In discharging its duties, the Committee shall have the authority to: (i) engage outside search or other consultants to assist in identifying potential director candidates and determine and approve the search firm's fees and retention terms as it deems necessary and appropriate, and (ii) select, retain, terminate and approve the fees and other retention terms of special legal, accounting or other consultants to advise the Committee as it deems necessary and appropriate. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel to attend any meeting of the Committee or to meet with any members of, or consultants to, the Committee.