

MEDAIRE, INC.  
COMPENSATION AND NOMINATION COMMITTEE CHARTER

PURPOSE

The Compensation and Nomination Committee is appointed by the Board of Directors (the "Board") of MedAire, Inc. (the "Company") to review the Company's policies on executive compensation and to make recommendations to the Board with respect to such compensation; to identify individuals qualified to become board members; and select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders.

MEMBERSHIP

The Compensation and Nomination Committee will be composed of at least two and up to three directors. Each member shall be a person other than an officer or employee of the Company or its subsidiaries or any other individual having a relationship which, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment in carrying out the responsibilities of a director. The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of directors meeting the qualifications set forth in this paragraph..

COMPENSATION COMMITTEE DUTIES AND RESPONSIBILITIES

1. Be responsible to the Board of Directors and report regularly to the Board on the activities of the Committee.
2. Regularly review management's plans and programs for the attraction, retention, motivation, and development of the human resources needed to achieve corporate objectives.
3. Regularly review and approve the Company's policies on executive compensation, benefits, and perquisites, including incentive cash-compensation plans, or other forms of executive incentives.
4. Make recommendations to the full Board for Directors' compensation, benefits, and perquisites.
5. Annually review the goals and performance of all elected officers of the Company, including review of compensation, benefits, and perquisites, to satisfy the Committee that there is equity in the compensation practices and general integrity in conforming to approved plans and policies.
6. Approve CEO compensation, including equity incentive awards.

7. Approve non-CEO executive officer compensation, including equity incentive awards (the Company's CEO may be present at the meeting deliberations on this subject, but may not vote).
8. Review and update the Committee's charter annually.

#### NOMINATION COMMITTEE DUTIES AND RESPONSIBILITIES

1. Review and recommend to the Board the size and composition of the Board, including review of Board succession plans.
2. Review and recommend to the Board the criteria for Board membership, including assessment of necessary and desirable competencies of Board members.
3. Review and recommend to the Board membership of the Board, including recommendations of the appointment and removal of Directors, and where necessary propose candidates for consideration by the Board.
4. Assist the Board in evaluating performance of the Board, its committees and individual Directors, and in developing and implementing plans for identifying, assessing and enhancing director competencies.
5. Develop and communicate criteria and procedures used by the committee for the selection and appointment of new Directors.
6. Approve director nominations to be presented for shareholder approval at the annual meeting of shareholders and to fill any vacancies.
7. Consider and report on other topics as requested by the Board.

#### ***Policy and Procedure for Selection and Appointment of New Directors***

1. Factors to be considered when reviewing a potential candidate for Board appointment shall include without limitation:
  - The skills, experience, expertise and personal qualities that will best complement Board effectiveness.
  - The capability of the candidate to devote the necessary time and commitment to the role. This involves a consideration of matters such as other Board or executive appointments.
  - Potential conflicts of interest, and independence.
2. Detailed background information in relation to a potential candidate should be provided to all Directors.

- a) The identification of potential Director candidates may be assisted by the use of external search organizations as appropriate
- b) An offer of a Board appointment must be made by the Chairman only after having consulted all Directors, with any recommendations from the Nomination Committee having been circulated to all Directors.
- c) All new Board appointments should be confirmed by letter in the standard format as approved by the Nomination Committee from time to time.
- d) The induction process for new Directors should be reviewed regularly by the Nomination Committee for effectiveness.

#### MANAGEMENT RESPONSIBILITIES

1. Provide the Compensation and Nomination Committee with the necessary resources to discharge the duties and responsibilities assigned to the Committee by the Board of Directors.