

EASYLINK SERVICES INTERNATIONAL CORPORATION

GOVERNANCE COMMITTEE CHARTER

I Purpose

The Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of EasyLink Services International Corporation, Inc. (the “Company”) to (1) develop and recommend to the Board for approval criteria for the selection of nominees for election or appointment to the Board, (2) recommend director nominees for election or appointment to the Board consistent with criteria approved by the Board; (3) recommend to the Board director nominees for each Board committee; (4) recommend to the Board appropriate compensation for non-employee directors for their service on the Board and committees of the Board. (5) develop and recommend to the Board for approval corporate governance principles applicable to the Company; (6) develop and recommend to the Board for approval procedures to permit more effective communication from stockholders to the Board; and (7) lead the Board and its committees in their annual review of performance.

II Committee Membership and Operations

The Committee shall consist of no fewer than three members of the Board, all of whom shall meet the independence requirements of the Nasdaq National Market.

The members of the Committee shall be appointed by the Board on the recommendation of the Committee. Committee members may be removed at any time, with or without cause, and replaced by the Board. Committee members may designate a Chairman of the Committee by majority vote of the Committee members, unless a Chairman is elected by the full Board.

The Committee shall meet at least two times annually.

The Chairman of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four hours prior to the meeting and any member of the Committee may do so upon due notice at least forty-eight hours prior to the meeting. To the extent practicable, an agenda shall be distributed along with the notice of meeting.

A quorum at any Committee meeting shall be a majority of its members present. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been

made at a meeting duly called and held. The Committee may adopt such other procedures relating to the conduct of its proceedings as are consistent with the Company's corporate governance principles and as the Committee otherwise deems appropriate.

III Committee Powers, Authority, Duties and Responsibilities

- 1. Process for Identifying Candidates for Director.** The Committee shall formulate and recommend to the Board for approval a process for identifying candidates to be recommended to the Board for nomination for election to the Board. The process shall reflect the Company's practice of re-nominating qualifying incumbent directors who continue to satisfy the Committee's criteria for membership on the Board, who the Committee believes continue to make important contributions to the Board and who consent to continue their service on the Board. The process shall at a minimum:
 - (a) establish the minimum qualifications that in the view of the Committee are required for membership on the Board;
 - (b) reflect any additional qualifications that in the view of the Committee are required of one or more members of the Board;
 - (c) provide for the evaluation of the continuing qualification of incumbent Board members who consent to re-election.
 - (d) provide for the identification and evaluation of potential nominees for positions for which the Committee is not selecting a qualified incumbent;
 - (e) take into consideration the views of management; and
 - (f) include documentation of the nominations process.

- 2. Stockholder Nominees.** The Committee shall formulate and recommend to the Board for approval a policy regarding consideration of candidates for positions on the Board recommended by equity security holders of the Company. At a minimum, the policy shall state that the Committee will consider candidates nominated by stockholders of the Company. The policy shall also comport the Company's practice of re-nominating qualifying incumbent directors, as set forth in this charter.

The policy shall include any other elements that the Committee deems appropriate, including any requirements relating to share ownership of a recommending stockholder; qualifications relating to recommended candidates or recommending stockholders whose interests differ from the interests of the Company's stockholders generally; and requirements for compliance with

procedures adopted by the Committee with regard to security holder recommendations.

The Committee shall adopt procedures for submission of stockholder nominating recommendations to the Committee, consistent with the policy adopted by the Committee and approved by the Board. Such procedures shall at a minimum include:

- (a) the timing for submission of recommendations;
- (b) the address to which recommendations should be sent;
- (c) required information concerning the recommended nominee;
- (d) required information concerning the recommending stockholder, including stockholdings in the Company; and
- (e) a consent of the proposed nominee to serve if nominated and elected and to be contacted by the Committee, if it decides to do so.

- 3. Recommendation of Candidates.** The Committee shall evaluate the qualifications of potential candidates for director, including any candidates recommended by stockholders in accordance with the provisions of the Company's Bylaws and applicable law, consistent with the criteria for selection of new directors developed by the Committee and approved by the Board, and in accordance with the policy and procedures established pursuant to this Charter. The Committee shall recommend to the Board the nominees for election at the next annual meeting or any special meeting of stockholders and any person to be considered to fill a Board vacancy resulting from death, disability, removal, resignation or an increase in Board size.
- 4. Evaluation of Independence of Directors.** The Committee shall make an evaluation of the independence of each member of the Board in accordance with the standards of independence referenced herein and shall make recommendations to the Board in accordance with its evaluation.
- 5. Director Attendance.** The Committee shall develop and recommend a policy to the Board concerning directors' attendance at the Company's annual meeting of stockholders, and at meetings of its Board of Directors and Committees thereof.
- 6. New Director Orientation.** The Committee shall oversee the orientation and training of newly elected or appointed directors.

7. **Committee Structure and Membership.** The Committee shall advise the Board with respect to the structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for removal of members and rotation of members among other committees of the Board. The Committee shall also make recommendations to the Board regarding which directors should serve on the various committees of the Board.
8. **Director Membership and Succession.** The Committee shall annually review the advisability of any changes in policies relating to Board and committee membership and succession, including the number, composition, qualifications and term of service of directors, and make recommendations to the Board regarding such policies.
9. **Non-Employee Director Compensation.** The Committee shall annually review and advise the Board with respect to proposed changes in compensation of non-employee directors for Board or committee service, including the terms of any equity compensation awards and benefit arrangements for such directors.
10. **Corporate Governance Principles.** The Committee shall develop and recommend to the Board for its approval a set of corporate governance principles and shall assist the Board in implementing those principles. The Committee shall annually review the corporate governance principles and recommend proposed changes to the Board for its approval.
11. **Code of Conduct and Ethics.** The Committee shall consider and act upon any amendments to the Company's Code of Conduct and Ethics and upon any requests for waivers under the Code of Conduct and Ethics.
12. **Transactions with Directors and Executive Officers.** The Committee shall determine whether to approve the participation of a director or executive officer in any transaction in which the Company or its subsidiaries are financially interested, either in the expectation of profit or because of the possibility of loss or liability. No director or executive officer shall engage in any such transaction unless the participation of the director or executive officer has been approved in advance by the Committee or by the full Board, after full disclosure. In determining whether to approve the participation of the director or executive officer, the Committee shall consider whether such participation is consistent with the purposes and principles of the Company's codes of ethics and is in compliance with applicable law. Participation for these purposes includes both the direct, personal participation of a director or executive officer or indirect participation because of the involvement of immediate family members or entities controlled by the director or executive officer and/or their immediate family members.

- 13. Communications with Stockholders.** It is the policy of the Company to facilitate security holder communications to the Board. If the Committees deems it appropriate, it shall formulate and recommend for Board approval a policy with respect to security holder communications directed to committees of the Board. The Committee shall formulate procedures for security holders to send communications to the Board. These procedures shall at a minimum include:
- (a) the address to which and care of whom communications should be sent;
 - (b) the form in which communications may be delivered;
 - (c) required information concerning the communicating security holder, including any security holdings in the Company;
 - (d) protocols for accepting, previewing, organizing and commenting upon submissions before delivery to Board members, including any criteria for screening proposals not appropriate for delivery to the Board;
 - (e) the manner and timing of delivery of communications to the Board; and
 - (f) the review and recommendation on stockholder proposals received in compliance with Regulation 14A under the Securities Exchange Act of 1934 or referral of consideration of such proposals to the Board, as it deems appropriate.
- 14. Board, Committee and Management Evaluations.** The Committee shall develop and recommend to the Board for its approval an annual process for self-evaluations of the Board, its committees and management. The Committee shall oversee the annual self-evaluations. The self-evaluation process shall generally involve the following steps, with such modifications and/or such other steps as the Committee deems appropriate in the circumstances:
- (a) An annual questionnaire soliciting the directors' views on the functioning and effectiveness of the Board and its committees, and their suggestions for improvement, will be sent to each director.
 - (b) The responses will be collated and discussed with the Chairman of the Board and the chairmen of the committees of the Board, as appropriate.
 - (c) Except for any comments relating to individual directors, the responses

will be organized and summarized for presentation to and discussion by the full Board.

- (d) Any comments concerning individual directors will be directed only to the chairman of the Committee, for consideration by the Committee, and to the other committee chairmen, as appropriate.

The Committee will review and assess the adequacy of the self-evaluation process on an annual basis.

- 15. Delegation of Authority.** The Committee may form and delegate authority to subcommittees of the Committee as determined by the Committee to be necessary or advisable.
- 16. Engagement of Search Firms and Other Advisors.** The Committee may retain and terminate any search firm engaged to identify director candidates, and may retain outside counsel and any other advisors as the Committee may deem appropriate. The Committee shall have sole authority to approve fees and other terms relating to the retention of any such search firm or other advisor retained by the Committee.
- 17. Report to the Board.** The Committee shall report its recommendations and actions to the Board at its next regularly scheduled Board meeting following any meeting of the Committee.
- 18. Committee Charter.** The Committee shall annually reassess the adequacy of this charter and recommend any proposed changes to this charter to the Board for its approval.
- 19. Committee Performance Evaluation.** The Committee shall conduct and present to the Board an annual performance evaluation of the Committee.
- 20. Other Duties.** The Committee shall perform such other duties as are delegated to it by the Board from time to time.

Adopted by the Board of Directors on July 24, 2006.