

Promissum Software Ltd.

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The principal functions of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Promissum Software Ltd. (the “Company”) are to:

- Advise and make recommendations to the Board on matters concerning corporate governance and directorship practices;
- Review potential or actual conflicts of interest between Board members and between the Company and other companies on which board a Board member of the Company may serve;
- Assist in the identification, evaluation and recruitment of potential candidates to fill Board vacancies that may be created by expansion of the number of members of the Board and by resignation, retirement or other termination of service of incumbent Board members;
- Identify a slate of nominees to be proposed by the Company for election at each annual meeting of stockholders; and
- Oversee the evaluation of the Board members and consider the performance and qualifications of each potential nominee not only for their individual strengths but also for their contribution to the Board as a group.

II. MEMBERSHIP

All members of the Committee will be appointed by, and shall serve at the discretion of, the Board. The Board may elect a member of the Committee to serve as the chair of the Committee. If the Board does not elect a chair, the members of the Committee may designate a chair by majority vote of the Committee membership.

The Committee shall consist of at least two members of the Board, with the exact number to be determined by the Board. All members of the Committee shall be “non-employee directors” and each member of the Committee shall, in the opinion of the Board, have no relationship or interest that would interfere with the exercise of independent judgment in carrying out the responsibilities of Committee members.

III. MEETINGS AND MINUTES

Meetings of the Committee shall be held from time to time as determined by the Board or the Committee. In accordance with the Bylaws of the Company, the Committee may take action by unanimous written consent.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.