

Charter for the Nominating Committee Of the Board of Directors of FAB Universal Corp.

Composition

The Nominating Committee (the "**Committee**") of the Board of Directors (the "**Board**") of FAB Universal Corp. (the "**Company**") shall consist of at least three directors of the Board. The members of the Committee shall meet the independence requirements of NYSE MKT Company Guide and select, or recommend for the selection of the Board of Directors, director nominees in accordance with the NYSE MKT Company Guide (the "NYSE Rules").

Duties and Responsibilities

The Committee is responsible for ensuring that qualified candidates for directors, and members and chairpersons of Board committees, are presented to the Board, with a view toward enhancing shareholder value over the long term.

The Committee shall:

1. Consult with other members of the Board, and recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board;
2. Consider, in making its recommendations, candidates for directorships proposed by the Chief Executive Officer (the "CEO") and, within the bounds of practicability or as required by law, by any other senior executive officer, any director or any shareholder of the Company;
3. Recommend to the Board directors to fill seats on committees of the Board and directors to be designated as chairs of such committees;
4. Recommend removal of directors, subject to compliance with the Company's Articles of Incorporation and Bylaws, as such are amended from time to time and applicable law, when such removal is warranted prior to the expiration of their term of office;
5. Develop Board membership criteria, including, without limitation, criteria relating to experience, judgment, skills, diversity, age, and service on other boards;
6. Review periodically and, as appropriate, make recommendations to the Board on the following:
 - the size and composition of the Board;
 - the frequency of meetings of the Board;
 - the types and functions of any committees of the Board; and
 - the compensation arrangements of the Company's non-management directors;
7. Determine at least annually and report to the Board regarding the independence of directors and eligibility for board committees pursuant to NYSE and SEC rules;
8. Perform such other duties as shall be assigned to the Committee by the Board.

Meetings

The Committee may hold such meetings as are necessary or appropriate in order for the Committee to fulfill its responsibilities. In the absence of a member designated by the Board to serve as chair, the members of the Committee may appoint from among their number a person to preside at their meetings.