

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Terremark Worldwide, Inc. (the “Company”) is to assist the Board in connection with Board nomination matters and corporate governance practices.

II. Membership

The Committee shall be comprised of three or more members of the Board, each of whom is determined by the Board to be independent in accordance with the rules of the NASDAQ Stock Market (“NASDAQ”) and the Sarbanes-Oxley Act. The members of the Committee and the Chair of the Committee are to be elected by the Board at the annual organizational meeting of the Board and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal by the Board. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

III. Duties and Responsibilities

In furtherance of the Committee’s purpose, and in addition to any other responsibilities which may be properly assigned by the Board, the Committee shall have the following responsibilities and duties, any or all of which may be delegated to a subcommittee of the Committee:

Board Selection, Composition, and Evaluation

1. Review and make recommendations to the Board annually with respect to the composition, size and needs of the Board.
2. Recommend criteria for Board membership, including the minimum qualifications for a nominee and the qualities and skills that the Committee believes are necessary or desirable for a Board member to possess.
3. Lead the search in identifying individuals qualified to become Board members. Before recommending a nominee, review and conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates for director.
4. Recommend a slate of director nominees for approval by the Board and election by the stockholders in connection with the Annual Meeting of Stockholders. Recommend new directors for approval and election by the Board to fill vacancies on the Board, including any newly created directorships, as needed.
5. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.

6. Review stockholder nominations for candidacy to the Board, if any, and any shareholder proposals affecting corporate governance, and make recommendations to the Board accordingly.
7. Review planning for succession to the position of Chairman of the Board and Chief Executive Officer and other senior management positions.
8. Periodically review overall corporate governance principles, procedures and practices of the Company and make recommendations to the Board as appropriate.
9. Periodically review and report to the Board on the effectiveness of corporate governance procedures and the Board as a governing body.
10. Periodically review this Charter, the Company's Certificate of Incorporation, Bylaws and other corporate governance documents and recommend any changes or amendments to the Board, as the Committee deems appropriate, including changes necessary to satisfy any applicable requirements of the NASDAQ, the Securities and Exchange Commission and any other legal or regulatory requirements.

Committee Selection and Composition

11. Review the composition of each committee of the Board and present recommendations to the Board for committee memberships annually and to fill vacancies as needed.
12. Recommend members of the Board to serve as the Chair of the committees of the Board.
13. Establish, monitor and recommend the purpose, structure, and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board, and as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.
14. Periodically review the charter and composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

Generally

15. Perform any other activities consistent with this Charter, the Company's By-laws and governing law, as the Board may assign from time to time.
16. Do every other act incidental to, arising out of or in connection with, or otherwise related to, the authority granted to the Committee hereby or the carrying out of the Committee's duties and responsibilities hereunder.

17. Notwithstanding any of the foregoing, the legal liability of any of the Committee members shall be no greater than that of other members of the Board.

IV. Meetings

The Committee shall meet at such times as determined necessary or advisable by the Chair or a majority of the Committee. The Committee shall meet in executive session at least on an annual basis. The Chair will chair all regular sessions of the Committee and set the agendas for the Committee Meetings. The Committee shall keep regular minutes of its meetings and report the same to the Board from time to time and upon request.

V. Committee Resources and Advisors

The Committee shall have the authority, at the expense of the Company, to retain and determine compensation for search firms and other outside legal, accounting or other advisors or consultants, including independent third-party experts, as it shall deem necessary or appropriate in its sole discretion in performance of its duties.