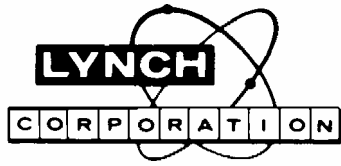


LYNCH CORPORATION

NOMINATING COMMITTEE CHARTER

May 7, 2004



Purpose

The Nominating Committee is appointed by the Board to:

- a. Identify individuals qualified to become Board members;
- b. Recommend that the Board select director nominees for the annual meeting of shareholders.

Authority

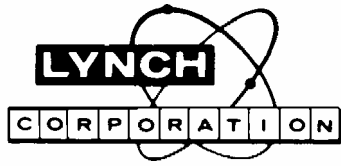
The Nominating Committee has authority to take appropriate actions necessary to discharge its responsibilities. Such authority includes, but is not limited to, the power to retain outside counsel, accountants, outside advisors, consultants, or others as it determines appropriate to advise or assist in the performance of its functions.

Composition

The Nominating Committee shall have at least three members, each of whom shall meet the independence requirements as determined by the Board. The Board, after due consideration, shall appoint the members of the Committee, designate its chair, and prescribe the terms of its members.

Meetings

The Nominating Committee shall meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall make regular reports to the Board with respect to its activities.



Responsibilities

Among its specific responsibilities, the Nominating Committee shall:

1. Establish criteria and qualifications for Board membership, including standards for assessing independence. These criteria and qualifications shall include, among other things:
 - a) The highest ethical standards and integrity;
 - b) A willingness to act on and be accountable for Board decisions;
 - c) An ability to provide wise, informed, and thoughtful counsel to top management on a range of issues;
 - d) A history of achievement that reflects superior standards for the director candidate; and
 - e) A background that provides a portfolio of experience and knowledge commensurate with the Company's needs.
2. Identify and consider individuals qualified to become directors, including those recommended by shareholders and others, to fill positions on the Board, and assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
3. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible director candidates.
4. Recommend to the Board candidates for election or reelection at each annual meeting of shareholders.
5. Oversee the orientation of new directors and continuing education of directors.
6. Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board.