

ZOOM TELEPHONICS, INC.
CHARTER OF THE NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS
adopted on _____, 2009

I. PURPOSE

The purpose of the Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Zoom Telephonics, Inc., a Delaware corporation (the "Company"), will be to (i) identify, review and evaluate candidates to serve as directors of the Company; (ii) serve as a focal point for communication between such candidates, the Board of Directors and the Company's management; and (iii) make recommendations to the Board of candidates for all directorships to be filled by the shareholders or the Board.

II. COMPOSITION

The Committee shall consist of not less than three members of the Board appointed by resolution of the Board and shall serve at the discretion of the Board. All the members of the Committee shall be "independent" within the meaning of the rules of the stock market on which the Company's securities may be listed.

The Committee's chairperson shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the Committee.

III. FUNCTIONS AND AUTHORITY

The operation of the Committee will be subject to the provisions of the Bylaws of the Company, as in effect from time to time, and to Section 141 of the Delaware General Corporation Law. The Committee will have the full power and authority to carry out the following responsibilities:

- 1 **Develop Criteria and Qualifications.** Develop criteria and qualifications for selecting new directors for members of the Board. For all potential candidates, the Committee shall consider all factors it deems relevant, such as a candidate's personal integrity and sound judgment, business and professional skills and experience, independence, possible conflicts of interest, diversity, the extent to which the candidate would fill a present need on the Board, and concern for the long-term interests of the stockholders;
- 2 **Authority to Retain Experts.** The Committee shall have the authority to retain the necessary experts to assist it in identifying and reviewing candidates to serve as directors and shall have the authority to approve the fees and other retention terms for such experts;
- 3 **Identification of Candidates.** Identify potential candidates qualified to serve as directors on the Board, whether such directorships are filled by the Board or the shareholders. The Committee may consider nominees for director recommended by the Company's shareholders and from other sources, such as other directors or officers, third party search firms or other appropriate sources. Nominations must be made in accordance with the Company's Bylaws and any other policies adopted by the Committee from time to time;
- 4 **Information Gathering and Interviewing.** Gather information and background on all candidates for membership on the Board and conduct interviews and meetings with such candidates or their references;

- 5 Candidate Recommendations. Make recommendations to the Board regarding candidates for membership on the Board;
- 6 Board Composition Recommendations. Make recommendations to the Board regarding overall Board composition and makeup;
- 7 Reelection of Current Directors. Make recommendations to the full Board regarding whether a current director should stand for reelection; and
- 8 Miscellaneous. Perform such other functions and have such power as may be necessary or convenient in the efficient discharge of the foregoing.

IV. MEETINGS

The Committee will hold meetings as and when the Committee deems appropriate. The Committee may meet by telephone or video conference and may take action by written consent. A majority of the members of the Committee shall constitute a quorum.

V. MINUTES AND REPORTS

Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Committee will report to the Board whenever so requested by the Board.

VI. AVAILABILITY OF CHARTER

This Charter shall be made available on the Company's website or shall be included as an appendix to the Company's proxy statement in accordance with applicable rules of the Securities and Exchange Commission.