

ARI NETWORK SERVICES, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
Effective as of June 4, 2014

I. PURPOSE

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of ARI (the “Company”) is to provide assistance to the Board in the selection of candidates for election to the Board, including identifying, as necessary, new candidates who are qualified to serve as directors of the Company, recommending to the Board the candidates for election to the Board, monitoring and advising the Board on its committee structure and the composition of the Board’s committees, developing and recommending to the Board, and thereafter periodically reviewing, corporate governance principles applicable to the Company, and monitoring and advising the Board on corporate governance matters and practices.

II. COMMITTEE COMPOSITION

The Committee will be composed of at least three members, with a majority of independent directors. Following adoption of such rules, a director will be considered “independent” if he or she meets the requirements for independence set forth in the rules of the NASDAQ Stock Market. Other than the CEO, if he or she is a member or ex officio member of the Committee, no Director may serve on the Committee during the 12 months prior to the Annual Meeting at which his or her term expires.

The members of the Committee will be appointed by the Board after taking into account the recommendations of the Committee. Other directors may be appointed to the Committee in an ex officio, non-voting capacity at the discretion of the Board. A member will serve until his or her successor is appointed, until his or her resignation from the Committee, until his or her position on the Committee is eliminated due to a reduction in the size of the Committee, until he or she is removed from the Committee by the Board, until his or her death, or until his or her service on the Board terminates. The chairperson of the Committee will be the member of the Committee appointed to serve in such capacity by the Board from time to time.

III. MEETINGS AND REPORTS

The Committee will meet as frequently as the Committee deems necessary, but the Committee will meet at least annually. Meetings of the Committee may be called by or at the request of the Chairman of the Board, the chairperson of the Committee, or otherwise as provided in the by-laws of the Company. The Committee will report periodically to the Board regarding the Committee’s activities.

IV. SPECIFIC RESPONSIBILITIES AND AUTHORITY

The specific responsibilities of the Committee are as follows:

1. Develop and recommend to the Board for adoption guidelines for selecting candidates for election to the Board, and periodically review such guidelines and recommend to the Board for adoption amendments to such guidelines that the Committee deems necessary or appropriate. A copy of such guidelines shall be attached hereto as Appendix A following adoption by the Board.
2. Annually recommend to the Board the nominees to stand for election at the Annual Meeting of Shareholders of the Company and, as necessary or deemed appropriate, recommend nominees to fill vacancies on the Board. In the course of this annual recommendation process, review and evaluate those current directors whose terms are expiring at the Annual Meeting of Shareholders of the

Company, and make a specific recommendation regarding whether to re-nominate each such current director.

3. Identify, as necessary, new candidates who are qualified for Board membership in accordance with the guidelines adopted by the Board.
4. Review the qualifications of all candidates proposed for Board membership, including any candidates nominated by shareholders in accordance with the Company's by-laws, in light of the guidelines adopted by the Board.
5. Monitor the Board's committee structure and the composition of the committees of the Board and, in consultation with the Chairman of the Board, recommend changes in such committee structure or the composition or leadership of each committee of the Board as deemed appropriate.
6. Develop and recommend to the Board for adoption corporate governance guidelines, reevaluate such guidelines periodically and recommend to the Board for adoption any revisions that the Committee deems necessary or appropriate for the Board to discharge its responsibilities more effectively. In connection with this activity, review and assess the Company's activities with regard to the relevant governance requirements of the NASDAQ Stock Exchange.
7. Develop and periodically review succession plans for the directors and officers and periodically report to the Board on these matters.
8. Review any proposed amendments (other than those reviewed by the Board or any other committee of the Board) to the Company's Articles of Incorporation or By-Laws and recommend appropriate action to the Board.
9. Review shareholder proposals duly and properly submitted to the Company and recommend appropriate action to the Board.
10. Undertake such additional activities within the scope of the purpose of the Committee as the Committee or the Board may from time to time determine.

V. DELEGATION; USE OF ADVISORS

The Committee may, if it deems appropriate from time to time, delegate authority with respect to any of its functions to a subcommittee of the Committee.

In the course of fulfilling its duties, the Committee has the sole authority to retain its own independent advisors in its discretion, including any search firm to be used to identify director candidates, and to approve the fees and other retention terms of any advisor and to terminate such advisor. Except for special emergency situations, expenses other than minor incidental expenses must be within the Company's annual budget allocation for the Committee or approved in advance by the Company's Chief Financial Officer.

VI. ANNUAL EVALUATION

The Committee will evaluate its performance on an annual basis.

APPENDIX A

Guidelines for Selecting Board Candidates

In considering possible candidates for election as a director, the Committee and the other directors should recognize that the contribution to the Board will depend not only on the character and capacities of the directors taken individually but also on their collective strengths, and should consider the following guidelines.

The Board should be composed of:

1. Directors who will bring to the Board a variety of experience and backgrounds.
2. Directors who will form a central core of business executives with substantial senior management experience and financial expertise.
3. Directors who will represent the balanced, best interests of the shareholders as a whole and the interests of the Company's stakeholders, as appropriate, rather than special interest groups or constituencies.
4. A majority of directors who are independent. A director is "independent" if he or she meets the requirements for independence set forth in the rules of the NASDAQ Stock Market.
5. Qualified individuals who reflect a diversity of experience, gender, race and age.
6. Directors whose experience and background is relevant to the Company's business operations and strategy, including but not limited to: customers and markets, products and services, strategy development and execution, shareholder value creation, financing, mergers & acquisitions, information technology, functional area expertise and general management.

Each director should:

1. Be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others.
2. Be free of any conflict of interest which would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director.
3. Possess substantial and significant experience which would be of value to the Company in the performance of the duties of a director.
4. Have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director.