

ENDWAVE CORPORATION - CHARTER OF THE COMPENSATION COMMITTEE

COMPOSITION

The Compensation Committee of the Board of Directors of EndWave Corporation, a Delaware corporation (the "Company"), will be comprised of at least two members of the Board of Directors who are not executive officers of the Company or their designees(s). The members of the Committee will be appointed by and serve at the discretion of the Board of Directors.

FUNCTIONS AND AUTHORITY

The operation of the Compensation Committee will be subject to the Bylaws of the Company, the Delaware General Corporation Law and the corporate laws of any other state that may apply to the Company in the future, each as in effect from time to time. The Compensation Committee will have the full power and authority to carry out the following responsibilities:

1. To take any and all actions which may be taken by the Board of Directors of Directors of the Company with respect to fixing the compensation level of officers and employees of the Company, including but not limited to the development of compensation policies that will attract and retain the highest quality executives, that will clearly articulate the relationship of corporate performance to executive compensation and that will reward executives for the Company's progress.
2. Propose to the Board of Directors the adoption, amendment, and termination of stock option plans, stock appreciation rights plans, pension and profit sharing plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans, and other similar programs ("Compensation Plans").
3. Grant rights, participation and interests in Compensation Plans, including the Company's 2000 Equity Incentive Plan, to eligible participants, subject to ratification by the full Board.
4. Review and approve such other compensation matters as the Board of Directors of Directors or the Chief Executive Officer of the Company wishes to have the Committee approve.
5. At such time as shares of the Company's stock may be listed with the Nasdaq National Market, to prepare a report to be filed with the Company's proxy or information statement which shall disclose the compensation policies applicable to the Company's executive officers.
6. To perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.
7. To report to the Board of Directors of Directors from time to time, or whenever it shall be called upon to do so.

MEETINGS

The Compensation Committee will hold at least one regular meeting per year and additional meetings as the Compensation Committee deems appropriate. Officers of the Company may attend these meetings at the invitation of the Compensation Committee.

MINUTES AND REPORTS

Minutes of each meeting of the Compensation Committee shall be kept and distributed to each member of the Compensation Committee, members of the Board of Directors who are not members of the Compensation Committee and the Secretary of the Company. The Chairperson of the Compensation Committee shall report to the Board of Directors from time to time, or whenever so requested by the Board of Directors.