

CPI International, Inc.

Charter for Nominating and Governance Committee

(adopted April 27, 2006)

ARTICLE I FORMATION

The Board of Directors (the "**Board**") of CPI International, Inc., a Delaware corporation (the "**Corporation**"), has established the Nominating and Governance Committee (the "**Committee**") pursuant to Section 141(c)(2) of the Delaware General Corporation Law and Article 4 of the Corporation's Amended and Restated Bylaws.

ARTICLE II PURPOSE

The purpose of the Committee is (i) to identify, screen, review and recommend to the Board individuals qualified to be nominated for election to the Board and to fill vacancies or newly created positions on the Board consistent with criteria approved by the Board; (ii) to recommend to the Board directors to serve on each Board committee; (iii) to develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation; and (iv) to oversee the evaluation of the Board.

ARTICLE III COMPOSITION

The Committee shall consist of at least two (2) directors, each of whom shall be determined by the Board to be "independent" in accordance with the rules of the Nasdaq National Market (except as may be allowed by those rules in exceptional circumstances, under the "controlled company exception" or applicable transition rules). Subject to the foregoing, the exact number of members of the Committee shall be fixed and may be changed from time to time by resolution duly adopted by the Board.

The members of the Committee shall be appointed by the Board and shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by the Board at any time.

The Board may appoint one member to serve as chair of the Committee. The Chair shall set the agenda for the Committee's meetings, convene and chair the Committee's regular and special meetings and act as the Committee's representative to the Board in communicating with the Board and management. If the Board fails to appoint a Chair of the Committee, the members of the Committee shall elect a Chair by majority vote of the full Committee to serve at the pleasure of the majority of the full Committee.

ARTICLE IV
RESPONSIBILITIES

The principal responsibilities and functions of the Committee are set forth below. The Committee is authorized to carry out these responsibilities, and other responsibilities assigned to it by the Board from time to time, and to take any action reasonably related to the mandate of this Charter. Subject to any restrictions set forth in the Corporation's Amended and Restated Certificate of Incorporation, as amended, modified or supplemented from time to time, the Corporation's Amended and Restated Bylaws, as amended, modified or supplemented from time to time (the "Bylaws"), and applicable law, the Committee shall have all power and authority necessary or appropriate to carry out its purposes and responsibilities.

A. Board Selection and Composition

1. Identify, review and recruit qualified individuals to be nominated for election to the Board and to fill vacancies or newly created board positions.
2. Before nominating a new or incumbent director for election or reelection to the Board, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors.
3. Recommend for the Board's selection, candidates for election or reelection to the Board at any meeting of stockholders at which directors are to be elected and to fill vacancies that may occur at other times, including vacancies resulting from an increase in the size of the Board.
4. Make recommendations to the Board with respect to membership on committees of the Board, other than this Nominating and Governance Committee.
5. If deemed advisable by the Committee, retain, compensate, terminate and oversee search firms and recruitment consultants to help identify, screen and review director candidates.
6. Receive disclosures relating to a director's independence and assist the Board in making determinations as to the independence of the directors.
7. Review periodically the size and composition of the Board and recommend to the Board any appropriate changes.
8. Consider matters relating to the resignation of Board members.
9. Receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance and procedures. The assessment shall be of the Board's contribution as a whole and specifically will review areas in which the Board and/or management believes a better contribution could be made. Its purpose is to increase the effectiveness of the Board, not to review individual Board members.

10. Prepare and recommend to the Board a set of corporate governance guidelines applicable to the Corporation. Review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate by the Committee.

B. Performance Assessment

1. Conduct a self-evaluation, at least annually, to determine if the Committee is functioning effectively. This self-evaluation shall assess the contribution of the Committee as a whole and will specifically review areas in which the Committee believes a better contribution could be made. Its purpose is to increase the effectiveness of the Committee, not to review individual Committee members.

2. At least annually, review this Charter and reassess its adequacy.

The foregoing functions and responsibilities are set forth with the understanding that the Committee may, to the extent permitted by applicable laws or regulations, diverge therefrom as appropriate given the circumstances.

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the resources and authority to retain outside separate counsel or other experts or consultants, as it deems appropriate. The Committee is empowered to investigate any matter brought to its attention that is within the scope of or otherwise relevant to its responsibilities, with all requisite access to all books, records, facilities and personnel of the Corporation and with access to the Corporation's outside legal counsel and other advisors.

ARTICLE V
PROCEDURES

The Committee shall have at least one (1) meeting per year. Additional meetings shall occur as the Committee or its Chair deems advisable.

The Committee shall keep regular minutes of its meetings, and shall report its actions and recommendations to the next meeting of the Board or as the Board otherwise requests. Meetings and actions of the Committee shall be governed by, and held and taken in accordance with, the provisions of the Bylaws, with such changes in the context of the Bylaws as are necessary to substitute the Committee, the Chair of the Committee and its members for the Board, the Chairman of the Board and its members. Regular meetings of the Committee may be held at such time and such place as the Committee determines from time to time.

The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee consists of at least two members of the Committee. The requirements for action by a subcommittee shall, except as otherwise provided by act of the Committee, be the same as applicable to the Committee.

The Committee may, at its discretion and at the invitation of the Chair, include in its meetings members of the Company's management, other directors, representatives of the

Company's outside advisors, any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director who is not a member of the Committee.