

**Powerwave Technologies, Inc.**  
**Nominating and Corporate Governance Committee Charter**

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**I. Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Powerwave Technologies, Inc. (the “Company”):

- A. to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of stockholders;
- B. to recommend to the Board corporate governance guidelines and changes thereto;
- C. to ensure that the Board and the Company’s Charter and Bylaws are structured in a way that best serves the Company’s practices and objectives;
- D. to lead the Board in its annual review of the Board’s performance; and
- E. to recommend to the Board director nominees for each committee.

**II. Membership**

The Committee shall consist of three or more members who shall be “independent” within the meaning of the Rules of the National Association of Securities Dealers (“NASD”) and U.S. federal law and regulations.

The members of the Committee shall be appointed and replaced by the Board at its pleasure for such term or terms as the Board shall determine in its sole discretion.

**III. Meetings**

The Committee shall meet at least annually prior to the annual stockholders meeting of the Company, or more frequently as circumstances require. The Committee Chairman shall prepare and/or approve an agenda in advance of each meeting and, whenever reasonably practicable, circulate the agenda to each member prior to the meeting date.

**IV. Procedural Matters**

A majority of the then-acting members of the Committee shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. Unless the Board elects a Chairman for the Committee, the members of the Committee may designate a Chairman by majority vote. The Chairman shall preside, when present, at all meetings of the Committee. The Committee will keep a record of its meetings and report on them to the Board. The Committee may meet by telephone or video conference and may take action by unanimous written consent. On all procedural matters not specifically addressed in this Charter, the provisions of the Bylaws of the Company relating to actions by the Board shall apply to the Committee.

**V. Authority and Responsibilities**

The Committee shall:

**A. Retain and Supervise Search Consultants.** Have the sole authority to retain, pay and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, which may be different than the Company's day-to-day advisors.

**B. Seek and Approve or Reject Qualified Candidates.** Actively seek individuals qualified to become members of the Board or members of committees of the Board and recommend qualified persons to the Board in accordance with Article VI below. The Committee shall assist the Board in identifying individuals qualified to become Board members, and recommend to the Board the director nominees for the next annual meeting of stockholders. The Committee shall review, investigate and accept or reject nominees for the Board suggested by any stockholder of the Company. In its assessments of potential nominees for the Board, the Committee shall consider, without limitation, potential conflicts of interest by such persons. The Committee shall review and approve or reject directorships in other companies held by executive officers of the Company.

**C. Assess Performance of Board.** Receive comments from all directors and executive officers and other relevant persons or constituencies and report annually to the Board with an assessment of the performance of the Board and management, to be discussed with the full Board following the end of each fiscal year. The assessment shall consider the size, structure, composition and functioning of the Board in light of operating requirements of the Company.

**D. Monitor Adequacy of Corporate Governance.** Develop, review and annually reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.

**E. Delegation of Authority.** Form and delegate authority to subcommittees when appropriate.

**F. Minutes; Report to Board.** Maintain minutes of meetings and periodically report to the Board on significant results of the foregoing activities.

**G. Evaluation and Publication of Committee Charter.** Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Request the Board to cause the then-current Charter to be published in accordance with the rules of the NASD.

**H. Evaluation of Committee Performance.** The Committee shall annually review its own performance.

**I. Charter and Bylaws.** With advice from the Company's general counsel and outside legal counsel, periodically review and recommend changes to the Company's Certificate of Incorporation and Bylaws as they relate to corporate governance matters.

**J. General Authority.** Perform such other functions and have such powers as may be necessary or convenient in the efficient discharge of the foregoing.

## **VI. Guidelines and Procedures**

**A. Composition of the Board.** The composition of the Board will depend not only on the character and capacities of the members on the Board taken individually, but also on their collective strengths. Consequently, the Board should be composed of, without limitation:

1. Directors chosen with a view to bringing to the Board a variety of experience and background; and
2. Directors who will represent the balanced, best interests of the stockholders as a whole rather than special interest groups or constituencies.

**B. Selection Criteria.** In considering possible candidates for election as a director of the Company, the Committee and other directors should be guided in general by the composition guidelines established above and by, including but not limited to, the following:

1. Each director should be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others;
2. Each director should be free of any conflict of interests which would violate applicable law or regulations or interfere with the proper performance of the responsibilities of a director;
3. Each director should possess substantial and significant experience which would be of particular importance to the Company in the performance of the duties of a director;
4. Each director should have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director; and
5. Each director should have the capacity and desire to represent the balanced, best interests of the stockholders of the Company as a whole and not primarily a special interest group or constituency.