



**SBS Technologies, Inc.
Corporate Governance and Nominating Committee**

CHARTER

STATEMENT OF PURPOSE

The Corporate Governance and Nominating Committee ("Committee") is a standing committee of the Board of Directors (the "Board") of SBS Technologies, Inc. (the "Company"), consisting of not fewer than three independent directors. The Committee shall have the responsibility to make recommendations to the Board with respect to nominees to be designated by the Board for election as directors and officers, the effectiveness, structure, size and composition of the Board, including committee assignments, and to monitor corporate governance standards of the Company.

The Committee will periodically review its charter and recommend appropriate changes to the Board. The Committee may retain independent consultants, as appropriate, and take such other actions as may be necessary to achieve the following duties and responsibilities:

DUTIES AND RESPONSIBILITIES

1. Develop candidate criteria for Board membership, including at least one "financial expert" pursuant to SEC guidelines.
2. Recommend to the Board nominees for election to the Board.
3. Recommend to the Board nominees for election as officers of the Company.
4. Recommend to the Board the composition and organization of the Board, including committee assignments.
5. Recommend to the Board the optimal size of the Board.
6. Review Board policies and practices that influence the effectiveness of the Board, including conflicts of interest.
7. Recommend development programs and activities for Board members and oversee orientation of new Board members.
8. Recommend criteria to be applied in determining whether directors should continue in office, and periodically review the performance of directors.
9. Periodically review Company policies and procedures with respect to corporate governance standards, including the nature, timeliness and adequacy of information supplied to directors regarding Company activities, industry trends and public policy developments.
10. Recommend Board stock ownership guidelines.

Dated: March 15, 2004