

ENDWAVE CORPORATION

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

ORGANIZATION

The Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Endwave Corporation, a Delaware corporation (the "Company"), shall consist of at least two members of the Board. No Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, in accordance with the applicable independence requirements of the NASDAQ Stock Market ("NASDAQ"), when and as required by NASDAQ. The members of the Committee and the Committee chairperson shall be appointed by the Board.

STATEMENT OF POLICY

The purpose of the Committee shall be to (i) oversee all aspects of the Company's corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of the Company and review and evaluate incumbent directors; (iv) serve as a focal point for communication between such candidates, non-committee directors and the Company's management; (v) recommend to the Board for selection candidates to the Board; and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company, including director compensation.

OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication* – Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee's knowledge of relevant current and prospective corporate governance issues.
- *Committee Education/Orientation* – Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.
- *Resources* – The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director

candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.

- *Reporting to the Board* – The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

RESPONSIBILITIES

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

- *Director Nominations* – The Committee has the responsibility of identifying, reviewing and evaluating candidates to serve on the Company's Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for reelection to the Board, as well as monitoring the size of the Board. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board of Directors, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.
- *Board Assessment* – The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for the Company. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by NASDAQ. The results of these reviews shall be provided to the Board for further discussion as appropriate.
- *Board Committee Nominations* – The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and

experience requirements of NASDAQ, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee. The Committee shall also conduct an annual self-evaluation.

- *Continuing Education* – The Committee shall consider instituting a plan or program for the continuing education of directors.
- *Corporate Governance Principles* – The Committee shall develop a set of corporate governance principles to be applicable to the Company, shall periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration. Further, the Committee shall periodically review Company policy statements to determine their adherence to the Company's Code of Business Conduct and Ethics.
- *Procedures for Information Dissemination* – The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.
- *Director Compensation* – The Committee shall periodically review the compensation paid to non-employee directors for their service on the Board and its committees and recommend any changes considered appropriate to the full Board for its approval.
- *Management Succession* – The Committee shall periodically review with the Chief Executive Officer the plans for succession to the offices of the Company's Chief Executive Officer and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

MEETINGS

The Committee will hold at least one regular meeting per year and additional meetings as the Committee deems appropriate.

MINUTES AND REPORTS

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

**RESOLUTIONS FOR CONSIDERATION
BY THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
ENDWAVE CORPORATION**

DIRECTOR CANDIDATE RECOMMENDATIONS POLICY

WHEREAS, the Securities and Exchange Commission (the "SEC") has enacted final rules, effective January 1, 2004, mandating further disclosures in proxy statements regarding companies' policies regarding the consideration of director candidates and procedures related to security holder communications with directors;

WHEREAS, the new SEC rules require that a company disclose whether its nominating committee has a policy of considering stockholder nominees to the board of directors and, if so, a description of (a) the procedures to be followed by stockholders in submitting recommendations, (b) any specific, minimum qualifications the nominating committee believes must be met by a nominee, (c) the process for identifying and evaluating nominees for director, including nominees recommended by stockholders, and (d) any differences in the manner in which the nominating committee evaluates nominees for director based on whether the nominee is recommended by a stockholder or by the committee;

WHEREAS, the new SEC rules require that a company disclose its nominating committee's process for identifying and evaluating nominees for director;

WHEREAS, the new SEC rules require that a company disclose whether its board of directors has provided for a process for stockholders to send communications to the board of directors and a description of such process;

WHEREAS, the Nominating and Governance Committee (the "Committee") desires to formally adopt the policy attached hereto as Exhibit A (the "Policy"), which (i) provides that the committee will consider nominees to the board recommended by stockholders, (ii) details how stockholders should submit their recommendations and what qualifications nominees should possess, (iii) establishes a process for identifying and evaluating nominees for director, and (iv) establishes a process for stockholders to send communications to the Board of Directors; and

WHEREAS, the Policy will serve as the basis for the required disclosures in annual meeting proxy statements as to such matters, in accordance with the new SEC rules;

NOW, THEREFORE, BE IT RESOLVED, that the Policy be, and hereby is, approved and adopted.

EXHIBIT A

ENDWAVE CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE

POLICIES REGARDING DIRECTOR CANDIDATES AND SECURITY HOLDER COMMUNICATIONS

Candidate Recommendations Submitted by Stockholders

1. Endwave has a long-standing practice of considering any qualified director candidates that are recommended by its stockholders.
2. Any stockholder who wishes to recommend a director candidate should submit in writing to the Chairperson of the Nominating and Governance Committee the candidate's name and sufficient biographical information concerning the candidate, including age, five-year employment history with employer names and a description of the employers' businesses, whether such candidate can read and understand basic financial statements, and board memberships, if any. The submission must be accompanied by a written consent of the individual to stand for election if nominated by the Board of Directors and to serve if elected by the stockholders. Endwave employees or directors other than the Chairperson of the Nominating and Governance Committee who may receive a stockholder recommendation should forward the stockholder recommendation to the Chairperson of the Nominating and Governance Committee.
3. All written submissions received from stockholders that include the information above will be reviewed by the Nominating and Governance Committee at the next appropriate meeting. If a stockholder wishes the Nominating and Governance Committee to consider a director candidate for nomination at Endwave's next annual meeting of stockholders, then pursuant to Endwave's Bylaws, stockholders should send written notice of their recommendation no sooner than 120 days and no later than 90 days prior to the first anniversary of the preceding year's annual meeting, or by such other deadline as may be set forth in the Bylaws.
4. The Nominating and Governance Committee will evaluate any director nominees received from stockholders in the same manner as recommendations received from management or members of the Board of Directors.

Candidate Evaluation General Process

1. The Nominating and Governance Committee will seriously consider only those nominees that possess the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who are expected to be effective, in connection with the other nominees to the Board of Directors, in providing the skills and expertise appropriate for Endwave and serving the long-term interests of Endwave's stockholders.

2. In the case of incumbent directors whose terms of office are set to expire, the Nominating and Governance Committee will review such directors' overall service to Endwave during their term, including the number of meetings attended, level of participation, quality of performance, and any related party transactions with Endwave during their term.
3. In the case of new director candidates, in addition to considering appropriate candidate recommendations offered by stockholders and others, the Nominating and Governance Committee may use its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm.
4. The Nominating and Governance Committee will determine whether any candidate is independent for purposes of the rules and regulations of the SEC and rules of the Nasdaq Stock Market.
5. The Nominating and Governance Committee will conduct any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the Board of Directors. The Nominating and Governance Committee will meet to discuss and consider such candidates' qualifications and will select all candidates for recommendation to the Board of Directors by majority vote.

Communications from Stockholders to Directors

1. Stockholders of the Company are encouraged to communicate directly with the members of the Board of Directors by writing directly to those individuals at the Company's address. Company personnel will not screen or edit such communications and will forward them directly to the intended member of the Board of Directors.

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