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CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Organization

There shall be a standing committee of the Board of Directors to be known as the Corporate Governance and Nominating Committee. The membership of this Committee shall be comprised of at least three (3) directors, each of whom shall be independent as such term is defined by applicable SEC and NASDAQ rules.

The members of the Corporate Governance and Nominating Committee shall be designated annually by the Board of Directors. The Board shall designate one of the Committee members as its Chairman. A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee. The Committee shall hold meetings (in person or by telephone conference) as necessary and at such times and places as the Committee determines. The Committee is authorized to confer with Company management and other employees, request such employees to attend its meetings (or portions thereof) and to provide information to the extent it deems necessary or appropriate to fulfill its duties.

Purpose, Duties and Responsibilities

The Corporate Governance and Nominating Committee assists the Board of Directors in identifying, screening, and recommending qualified candidates to serve as directors of the Company and is responsible for oversight of the Board of Directors independence, operations, effectiveness and it promotes excellence in governance.

Specifically, the Committee will:

1. Identify qualified candidates to fill Board positions:
 - (a) make recommendations to the Board concerning selection criteria to be made by the Committee in seeking nominees for election to the Board.
2. Recommend to the Board of Directors:
 - (a) nominees to fill new positions or vacancies as they occur among the Directors; and
 - (b) prior to each annual meeting of shareholders, the candidates for election or reelection as Directors by the shareholders at the annual meeting.
3. Consider candidates submitted by Directors, officers, employees, shareholders, and others.

4. Be available to the Chairman of the Board and other Directors for consultation concerning candidates as Directors.
5. Undertake studies and make recommendations to the Board concerning the structure, composition and functioning of the Board and all Board committees; and to retain independent outside consultants on behalf of the Board as needed.
6. Develop and recommend to the Board of Directors such corporate and Board governance principles as may be deemed necessary by the Committee to ensure that the Corporation effectively protects and enhances shareholder value.
7. Recommend ways in which the Board of Directors could improve its performance.
8. Review Board meeting procedures, including the appropriateness and adequacy of the information supplied to Directors prior to and during Board meetings.
9. Monitor the practices of the Board of Directors to ensure compliance with the Corporation's corporate governance principles.
10. Annually evaluate and review the performance of the Board of Directors as a whole in order to increase the overall effectiveness of the Board, and report the results of its evaluation to the Board of Directors.
11. Undertake studies and make recommendations to the Board concerning the compensation of non-employee Board members.
12. Review and pre-approve any outside directorships in other public companies held by senior company officials.
13. Periodically receive and consider recommendations from the CEO regarding succession at the CEO and other senior officer levels.
14. Annually assess whether (a) the majority of the Board are independent directors; and (b) the membership of the Audit, Compensation and Governance Committees are comprised exclusively of independent directors, adopting as its standard the applicable SEC and NASDAQ definitions of independent director.