

NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted by the Board of Directors of Network Equipment Technologies, Inc.

Purpose

The purpose of the Nominating/Corporate Governance Committee (the “Committee”) of the board of directors (the “Board”) of Network Equipment Technologies, Inc. (the “Company”) is to identify individuals qualified to serve as members of the Board of the Company, recommend for selection by the Board nominees for election as directors of the Company, evaluate the Board’s performance, develop and recommend to the Board a set of corporate governance principles applicable to the Company and provide oversight with respect to corporate governance.

Composition

The Committee shall be composed of two or more directors, as determined by the board of directors, each of whom shall meet the independence requirements of the New York Stock Exchange. Members shall be appointed to, and removed from, the Committee by the Board.

Responsibilities

The Committee is charged by the Board with the responsibility to:

1. Identify and evaluate individuals qualified to serve as members of the Board, recommend for selection by the Board, consistent with criteria approved by the Board and set forth herein, nominees for election as directors of the Company at the next annual or special meeting of stockholders at which directors are to be elected, and identify, evaluate and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between such meetings, taking into account their depth and breadth of experience, wisdom, integrity, ability to make independent analytical inquiries, understanding of the Company’s business environment and the industry in which it operates, and willingness to devote adequate time to Board duties.
2. Recommend for selection by the Board directors for appointment to its committees and, as appropriate, recommend rotation or removal of directors from Board committees.
3. Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines applicable to the Company, and from time to time review and assess the guidelines and recommend changes for approval by the Board.
4. Oversee the evaluation of the Board and management and discuss the evaluation with the full Board.

5. Provide minutes of meetings of the Committee to the Board, and report to the Board on any significant matters arising from the Committee's work.

6. At least annually, evaluate the performance of the Committee, review and reassess this Charter and, if appropriate, recommend proposed changes to the Board.

7. Make recommendations to the Board regarding issues of management succession.

8. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

Authority

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Committee described above.
2. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
3. Appoint a chair of the Committee, unless a chair is designated by the Board.
4. Engage and terminate search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities, and approve the fees and other terms of retention of such search firms, independent counsel and other advisers.
5. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any search firms or other advisers engaged by the Committee.