

Anaren, Inc.

Nominating and Corporate Governance Committee Charter

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Anaren, Inc. (the “Company”) and its purpose shall be to assist the Board in identifying qualified individuals to become Board members in determining the composition of the Board and its committees, strengthening the Board’s oversight of management, developing and implementing the Company’s corporate governance guidelines and monitoring a process to assess the Board’s effectiveness.

Committee Membership

The Committee shall consist of a minimum of three or more directors as determined by the Board. Members of the Committee shall be appointed and may be removed by the Board in its sole discretion. All members of the Committee shall be independent directors, and shall satisfy the applicable Nasdaq standard for independence for members and any other applicable regulatory requirements.

Committee Chairperson

The Board, by resolution of a majority of the non-management directors, shall designate one member of the Committee to act as the Chairperson of the Committee. The Chairperson shall chair all meetings and perform such other activities as from time to time are requested by the other directors or as circumstances indicate.

Committee Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the Board and to select director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals as director nominees who have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other Board members, in collectively serving the long-term interests of the Company and its shareholders.

Reviewed/Approved
February 15, 2003

2. To review the Board's committee structure, to review and recommend committee slates annually, and to recommend additional committee members to fill vacancies as needed.
3. To review on an annual basis director compensation and benefits.
4. To review conflicts of interest of directors and senior executives.
5. To delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.
6. To retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. Except as otherwise required by law or Nasdaq regulation, the Committee shall have sole authority to approve related fees and retention terms.
7. To review at least annually the adequacy of the Company's Corporate Governance Charter and recommend any proposed changes to the Board for approval.

Disclosure of Charter

This Charter will be made available on the Company's website at "www.anaren.com".