

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF RF INDUSTRIES, LTD

Purpose

The Nominating and Corporate Governance Committee (the "Committee") of RF Industries, Ltd. (the "Company") shall consist of not less than two members appointed by the Board of Directors (the "Board"), all of whom shall satisfy the independence requirements of the NASDAQ Stock Market, and/or any other markets in which the Company's securities are traded or listed for trading. In order to fulfill its role, the Committee shall be organized and governed in the following manner:

1. Committee members will be appointed and removed by the Board;
2. Action may be taken by the Committee upon the affirmative vote of a majority of the members;
3. Any member or the Chairperson of the Committee may call a meeting of the Committee upon due notice to each other member at least forty-eight hours prior to the meeting;
4. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing; and
5. The Committee may delegate its authority to a subcommittee.

The purposes of the Committee are (i) to identify, review and evaluate individuals qualified to become members of the Board, (ii) to select, or to recommend that the Board select, the director nominees for the next annual meeting of stockholders, and (iii) to oversee the Company's corporate governance functions on behalf of the Board and the evaluation of the Board and its dealings with management and appropriate committees of the Board.

Composition

The Committee shall be comprised of no fewer than two members, all of whom shall meet the independence requirements of Rule 10C-1(b)(1) under the Securities and Exchange Act of 1934, as amended (the "Exchange Act") and qualify as a "independent director" as defined under NASDAQ Rule 5605(a)(2), be "non-employee directors" as defined by Rule 16b-3 under the Exchange Act, and be "outside directors" as defined by Section 162(m) of the Internal Revenue Code of 1986, as amended. The Committee members shall be nominated and appointed by

the Board for one-year terms or until their successors are duly appointed, and may be removed by a majority of independent directors of the full Board not including the director being so removed from office at any time with or without cause. The Board shall designate one member of the Committee to serve as its chair (the "Chairperson"). From time to time, a new Chairperson may be appointed by the Board.

Responsibilities

The responsibilities of the Committee shall include the following:

1. Identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive nominations for such qualified individuals and review recommendations put forward by the Chief Executive Officer ("CEO") or any director, select, or recommend that the Board select, the director nominees for the next annual meeting of stockholders, taking into account each candidate's ability, judgment and experience and the overall diversity and composition of the Board;
2. Establish a policy under which stockholders of the Company may recommend a candidate to the Committee for consideration for nomination as a director;
3. Recommend to the Board qualified individuals to serve as committee members on the various Board committees; the Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed;
4. Develop and articulate a set of corporate governance principles, including directors' basic duties and responsibilities;
5. Review the Company's practices and policies with respect to directors, including the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto;
6. Review the functions, duties and composition of the committees of the Board and make recommendations to the Board with respect thereto;
7. Recommend to the Board, or to the appropriate committee thereto, processes for annual evaluations of the performance of the Board, the Chairman of the Board, and appropriate committees of the Board;

8. Consider and report to the Board any questions of possible conflicts of interest of Board members;
9. Review and assess the adequacy of this charter no less than annually and submit any changes to the Board for approval;
10. Report its actions and any recommendations to the Board on a periodic basis; and
11. Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.

Authority

In order to fulfill its role, the Committee shall have the authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors.