

# **RF INDUSTRIES, LTD.**

## **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

### **I. Purpose.**

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of RF Industries, Ltd., a Nevada corporation (the “Company”), is established by the Board to be primarily responsible for identifying individuals qualified to serve as members of the Board and recommending to the Board director nominees (i) prior to each annual meeting of stockholders of the Company, or (ii) at such other time as the Board seeks to fill vacancies or otherwise appoint new directors.

The Committee also shall take a leadership role in shaping and implementing corporate governance policies and practices and ethical standards for the Company. After the adoption of such policies, practices and standards, the Committee shall be primarily responsible for monitoring compliance with the same.

### **II. Membership.**

Membership on the Committee shall be limited to, and consist solely of, directors on the Board who are “non-employee directors” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (“Non-Employee Directors”). The size of the Committee shall be equal to the number of Non-Employee Directors on the Board, provided that the Committee shall consist of at least two directors, one of whom shall be designated by the Board to serve as the Chairperson of the Committee. Each Non-Employee Director may serve on the Committee, whether or not appointed to the Committee by the Board.

### **III. Meetings.**

The Committee shall meet at least once annually and more frequently as circumstances dictate. A meeting may be called by the Chairman at any time and shall be called by the Chairman at the request of any member of the Committee. The Committee may meet in person or by telephone and shall have the authority to act by unanimous written consent. Minutes shall be taken of each meeting of the Committee and lodged in the Company’s Minutes Book.

### **IV. Authority and Responsibilities of the Committee.**

In accordance with the Committee’s purpose, it shall:

1. Review the appropriateness of the size and composition of the Board, giving due consideration to such factors as the business experience and expertise of each Board member, and make recommendations to the Board.
2. Assist the Board in identifying qualified individuals to be recruited for service on the Board, and to make recommendations to the Board regarding such nominees

for the Board's approval. The Committee has the authority, in connection with the identification of qualified director candidates, to retain and terminate any search firm for such purpose (including the authority to approve any such firm's fees and other retention terms).

3. In making its nominations, the Committee shall consider, among other things, an individual's business experience, industry experience, financial background, breadth of knowledge about issues affecting the Company, time available for meetings and consultation regarding company matters and other particular skills and experience possessed by the individual. In addition to the foregoing factors, the Committee shall consider the number of shares of common stock of the Company owned by a candidate (and the value of such shares). The Committee shall disfavor the re-nomination of any current director who owns shares of common stock of the Company having a market value (based on the closing price of the Common Stock as of the date of the last annual meeting of stockholders) of less than \$35,000; provided, however, that the failure of a director to own \$35,000 of common stock of the Company shall not be grounds for disqualification, but shall merely be considered by the Committee as a significant factor in evaluating the overall qualifications of any director nominee. Therefore, directors may continue to be nominated, and may continue to serve on the Board even if they do not own the suggested amount of shares.
4. Recommend to the Board the formation of committees deemed necessary, the structure and responsibilities of each and the directors to serve as Chair and members of each such committee.
5. Creating and recommending to our Board a policy regarding the consideration of director candidates recommended by stockholders and procedures for stockholders' submission of nominees of director candidates.
6. Reviewing and recommending the director compensation for non-employee directors and making recommendations to our Board for its approval.
7. Recommend to the Board the slate of nominees for election at the Company's annual meeting of stockholders and qualified individuals to fill vacancies, if any, which occur between annual meetings.
8. Review and assess on a continuing basis the Company's corporate governance policies and practices and ethical standards and recommend changes to the Board as necessary.
9. Review and assess on a continuing basis the Company's business practices.
10. Review adherence by directors and senior officers to the Company's Code of Business Conduct and Ethics specifically applicable to such individuals.
11. Review annually the Committee's performance and report results to the Board.

12. Assess on a continuing basis the adequacy of the Committee's charter and recommend changes to the Board as necessary.
13. Retain counsel, consultants and other experts as required to assist the Committee.
14. Perform any other duties delegated to the Committee by the Board of Directors.