

# CHARTER

of the

## CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

### **Charter**

This charter governs the operations of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Gigatronics Incorporated (the “Company”). The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this charter. The Company shall make this charter available on its website at [www.gigatronics.com](http://www.gigatronics.com).

### **Membership of Committee**

The Committee shall be composed of no fewer than three directors appointed by the Board. Each such director shall satisfy the applicable independence requirements of The Nasdaq National Market, Inc. (“Nasdaq”) or the exchange on which the Company’s securities are traded and the rules and regulations of the Securities and Exchange Commission (the “Commission”) at all times during which the Company’s securities are publicly traded.

Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The chairman of the Committee shall be appointed by the Board. Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time.

The Committee may form and delegate any of its responsibility to subcommittees as it deems necessary or appropriate in its sole discretion.

### **Meetings**

The Committee shall meet as often as it shall determine, but not less frequently than annually.

The Committee shall meet separately from the Board; provided, however, that that the Committee may meet immediately before or after any meeting of the Board.

The Committee shall regularly have “executive sessions” without members of management present.

The Committee shall report regularly to the Board all minutes of the Committee meetings, which shall be presented at subsequent Board meetings.

### **Consultants and Outside Counsel**

The Committee shall have the authority to select, retain and terminate such consultants, outside counsel and other advisors (“Consultants”) as it deems necessary or appropriate in its sole discretion. The Committee may invite such Consultants to attend meetings of the Committee or to meet with any members of the Committee. The Committee shall have the authority to approve the fees and retention terms relating to such Consultants, which fees shall be borne by the Company.

### **Purposes of the Committee**

The purposes of the Committee are to ensure that the Board is appropriately constituted and effectively functions to meet its fiduciary obligations to the shareholders and the Company and to identify nominees to stand for election as Directors of the Company. The Committee shall assess the Board’s and/or Director’s effectiveness, develop and implement the Company’s corporate governance guidelines, identify qualified individuals to become members of the Board, recommend to the Board proposed nominees for Board membership, and recommend to the Board directors to serve on each committee of the Board.

### **Authority and Responsibilities**

The Committee shall have the following authority and responsibilities:

#### **Governance**

- To evaluate the current composition, organization and governance of the Board and its Committees, determine future requirements and make recommendations to the Board for approval.
- To develop and recommend to the Board for its approval Governance Guidelines for the Company.
- To develop and recommend to the Board for its approval the Company’s code of business conduct and ethics and Director Acknowledgement

Form, which the Committee shall review annually, or more frequently if appropriate, and recommend changes as necessary.

- To review at least annually the standards to be applied by the Board in making determinations as to whether a director satisfies the applicable independence requirements, to recommend to the Board any modifications to these standards that the Committee deems desirable and to provide to the Board the Committee's assessment of which directors satisfy such independence requirements under then-current standards and under any recommended modifications to such standards.

### Board Composition

- To review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee of the Board and to fill vacancies as needed.
- To lead an annual performance evaluation of the Board and/or Directors, the Committee and other committees of the Board with participation by the rest of the directors.
- To review at least annually Board and committee compensation and benefits recommendations from the Compensation Committee, evaluate and consider matters relating to the qualifications and retirement of Directors, and recommend any proposed changes to the Board for approval.
- To evaluate, in accordance with the Company's corporate governance guidelines, and recommend removal or the non-renomination of Directors or for cause or for other appropriate reasons.
- Assist the Board by identifying candidates qualified for membership on the Board.
- Recruit such individuals for membership on the Board.
- Recommend to the Board, after receiving input from the Chair or lead director, the CEO, and such other executive officers as the Committee deems appropriate, all director nominees, including director nominees for annual meetings of the shareholders and/or those recommended by the Company's shareholders.

### Other Duties

- Review and recommend to the Board matters and agenda items relating to the Company's Annual Meeting of Shareholders.

- In the event it is necessary to select a new chief executive officer of the Company, lead the process and initiate evaluation, consideration and screening of potential chief executive candidates. The full Board has the final responsibility to select the Company's chief executive officer.
- To provide general advice to the Board on corporate governance matters.
- To report regularly to the Board on the Committee's activities.
- To perform any other activities consistent with this charter, the Company's certificate of incorporation and by-laws and applicable law, as the Committee or the Board deems appropriate.

### **Nomination of Board Members.**

The Committee shall nominate, for consideration by the Board or the shareholders of the Company, candidates to serve as members of the Board. In connection with such consideration, the Committee shall have the following responsibilities:

- To assist in the development of the "profile" of various attributes that a potential member of Board needs to contribute to the Board.
- To interview and recruit potential candidates for the Board.
- To review and evaluate each member of the Board, in the case of incumbents, in light of that individual's participation and contribution, considering the views of other members of the Board, and recommend to the Board the slate of nominees of directors to be elected by the shareholders (and any directors to be elected by the directors to fill any vacancies).
- To recommend to the Board the directors to be selected for membership on the various committees of the Board and for the Chairs thereof.

In making nominations, the Committee shall (a) provide the Company with an opportunity to suggest candidates to serve as members of the Board, (b) give consideration to any candidates suggested by the Company, or, as the Committee may deem appropriate, any shareholder of the Company and (c) afford the Company an opportunity to meet with and comment upon other candidates considered by the Committee.

The Board's policy is to consider any director candidate nominated or recommended by a shareholder in the same manner that it would consider a candidate nominated by the Board or committee. Shareholder recommendations should be submitted in writing to the Company by mail at its main office at least

120 days in advance of the anniversary date of the mailing of notice of the previous year's annual meeting and should include sufficient biographical information (including all information that would be required to be disclosed in a proxy statement for a shareholder meeting at which directors are to be elected) for the committee to make an initial evaluation of the candidate's qualifications.