

RF INDUSTRIES, LTD.

STRATEGIC PLANNING AND CAPITAL ALLOCATION COMMITTEE CHARTER

A. Purpose

The primary function of the Strategic Planning and Capital Allocation Committee (the “Committee”) of the Board of Directors (the “Board”) of RF Industries, Ltd., a Nevada corporation (the “Company”), is to exercise the responsibilities and duties set forth below, including, but not limited to, assisting the Board in carrying out its oversight responsibilities relating to potential mergers, acquisitions, divestitures, capital allocation matters and other key strategic plans and objectives.

B. Membership

The Board shall determine the size of the Committee, 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.

Members of the Committee and the Chairperson shall be appointed by the Board and may be removed by the Board at its discretion. Each member of the Committee shall serve until his or her successor shall be duly appointed and qualified or until his or her earlier resignation or removal.

C. Meetings

1. The Committee shall meet as often as it determines is necessary or appropriate. Any member of the Committee may call a meeting.
2. The Chairperson of the Committee (or in his or her absence, a member designated by the members attending the meeting) shall preside at each meeting of the Committee and set the agendas for Committee meetings.
3. A majority of the total number of members of the Committee will constitute a quorum at any Committee meeting. The affirmative vote of a majority of the members present shall be necessary for the adoption of any resolution.
4. The provisions of the Company’s Bylaws that govern the conduct of Board committees shall govern the Committee. The Committee may adopt other procedural rules that are not inconsistent with the Bylaws.
5. The Committee may, at its discretion, permit non-member directors, officers of the Company and any other persons to be present at its meetings.
6. The Chairperson of the Committee shall provide to the Board such reports on the activities of the Committee as the Board may from time to time request.

D. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Review all existing and future strategic alternatives for the Company and its businesses, and make proposals to the Board with respect to the foregoing.
2. Review all existing and future mergers and acquisitions activity for the Company, and make proposals to the Board with respect to the foregoing.
3. Review all existing and future cash needs and sources of cash of the Company, and make proposals to the Board with respect to the foregoing.
4. Review and assess the adequacy of this Charter periodically as conditions dictate and recommend any modifications to this Charter, if and when appropriate, to the Board for its approval.
5. Exercise such additional powers and duties as may be reasonable, necessary or desirable, in the Committee's discretion, to fulfill its duties under this Charter.
6. Perform any other activities or responsibilities as may be delegated to the Committee, from time to time, by the Board.

E. Advisors and Funding

The Committee shall have the authority to retain outside legal counsel, accountants and other advisors as it deems necessary and appropriate to carry out its duties and responsibilities hereunder. The Company shall provide appropriate funding, as determined by the Committee, for (i) the advisors referred to in the immediately preceding sentence employed by the Committee, and (ii) payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.