

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”) is a committee of the Board of Directors (the “Board”) of RF Industries, Ltd. (the “Company”). The primary 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. This charter (the “Charter”) governs the operations of the Committee.

Composition

1. The Committee shall be comprised of no fewer than two members, all of whom shall meet the independence requirements of the Nasdaq Stock Market LLC (“Nasdaq”), except as otherwise permitted by applicable Nasdaq rules.
2. The Committee members shall be nominated and appointed by the Board 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.
3. 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.
4. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of Committee members present at a meeting (held in-person or virtually) at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all Committee members.
5. In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

Responsibilities

The Committee shall have the authority to:

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, and 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 mix of experience, backgrounds, qualifications and skill of the Board;

2. Periodically review the Board leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any proposed changes to the Board;
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 recommend to the Board a set of Corporate Governance Guidelines, including directors' basic duties and responsibilities; the Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval;
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 any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board;
7. Oversee the Company's succession planning for the CEO and other executive officer roles;
8. Review the functions and duties of the committees of the Board and make recommendations to the Board with respect thereto;
9. Recommend to the Board, or to the appropriate committee thereof, processes for annual evaluations of the performance of the Board, the Chairman of the Board, and appropriate committees of the Board and oversee such evaluations;
10. Consider and report to the Board any questions of possible conflicts of interest of Board members;
11. Review and assess the adequacy of this Charter no less than annually and submit any changes to the Board for approval;
12. Report its actions and any recommendations to the Board on a periodic basis; and
13. Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.

Nominating Policies

The criteria to be used by the Committee in recommending directors is set forth in the qualification standards included in the Company's Corporate Governance Guidelines.

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.