

# Comtech Telecommunications Corp.

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## Charter of the Nominating and Governance Committee of the Board of Directors

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Amended and Restated as of November 18, 2016

## Purpose

The purpose of the Nominating and Governance Committee (the "Committee") of the Board of Directors of Comtech Telecommunications Corp. (the "Company") is:

- To assist the Board of Directors in defining and assessing qualifications for Board of Director membership and identify qualified individuals;
- To assist the Board of Directors in assessing its performance and discharge of its duties and responsibilities;
- To assist the Board of Directors in ensuring proper attention and effective response to stockholder concerns regarding corporate governance matters; and
- To perform such other duties and responsibilities enumerated in and consistent with this Charter.

## Membership and Procedures

### Membership and Appointments

The Committee shall comprise such number of Directors as shall be determined from time to time by the Board of Directors and its members shall be appointed by the Board of Directors. The Committee shall make recommendations to the Board of Directors concerning the number of members and composition of the Committee.

### Chairperson

A chairperson of the Committee (the "Chairperson") may be designated by the Board of Directors. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda, the frequency and the length of meetings.

### Secretary

The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board of Directors and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a Director.

## **Independence**

As required by applicable law or rule established by NASDAQ, each member of the Committee shall meet the objective test of "independence" which has been established by the Board of Directors and, in the absence of such test, the Board of Directors shall make an individual determination that a Director is independent within the meaning of any such law or rule established by NASDAQ and applicable to the Committee.

## **Delegation**

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law or listing standard, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board of Directors when required.

## **Authority to Retain Advisers**

In the course of its duties, the Committee shall have sole authority, at the Company's expense, to retain and terminate consultants or search firms, as the Committee deems advisable, including the sole authority to approve the consultant or search firm's fees and other retention terms.

## **Evaluation**

The Committee shall undertake an annual evaluation assessing its performance with respect to its purposes and its duties set forth in this Charter, which evaluation shall be reported to the Board of Directors. In addition, the Committee shall assist the Board of Directors in its annual self-evaluation process, including a review of the self-evaluation process of each Board of Directors committee, and report its conclusions and any further recommendations to the Board of Directors.

## Duties and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth in this charter as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law or listing standard.

- Annually, the Committee shall assess the size and composition of the Board of Directors in light of the operating requirements of the Company and evolving social attitudes and trends.
- The Committee shall develop membership qualifications for the Board of Directors and all Board of Directors committees, including defining specific criteria for Director independence and committee membership.
- Annually, the Committee shall review and recommend Directors for continued service as required based on evolving needs of the Company and existing social attitudes and trends.
- The Committee shall coordinate and assist the Board of Directors in recruiting new members to the Board of Directors.
- The Committee shall investigate suggestions for candidates for membership on the Board of Directors, including stockholder nominations for the Board of Directors, and shall recommend prospective Directors, as required, to provide an appropriate balance of knowledge, experience and capability on the Board of Directors.
- The Committee shall develop and recommend corporate governance policies it deems appropriate for the Company.
- The Committee shall review proposed changes to the Company's Certificate of Incorporation or by-laws, or Board of Directors committee charters, and make recommendations to the Board of Directors.
- The Committee shall assess periodically and recommend Board of Directors action with respect to stockholder rights plans or other stockholder protections.
- The Committee shall recommend Board of Directors committee assignments.
- The Committee shall review and approve any employee Director standing for election for outside for-profit boards of directors.
- The Committee shall review governance-related stockholder proposals and make recommendations to the Board of Directors concerning such proposals.

- The Chairperson of the Committee shall receive interested-party communications directed to non-management Directors.

#### **Other Committee Responsibilities**

- The Committee may diverge from the specific activities outlined in this Charter as appropriate if circumstances or regulatory requirements change. In addition to these activities, the Committee may perform such other functions as necessary or appropriate under applicable laws, regulations, NASDAQ rules, the Corporation's certificate of incorporation and by-laws, and resolutions and other directives of the Board of Directors.
- This Charter is in all respects subject and subordinate to the Corporation's certificate of incorporation and by-laws, resolutions of the Board of Directors and applicable provisions of the Delaware General Corporation Law.
- Maintain minutes of meetings and periodically report to the Board of Directors on significant results of the foregoing action items.

This Charter and any provision contained herein may be amended or repealed by the Board of Directors.