

Frequency Electronics, Inc.

Charter of the Nominating and Corporate Governance Committee

Purpose

The primary function of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Frequency Electronics, Inc. (the “Company”) is to assist the Board by (i) identifying individuals qualified to become directors, consistent with the criteria approved by the Board, (ii) overseeing and evaluating the performance and effectiveness of directors, the Board and committees of the Board, (iii) recommending changes in Board composition and committee structure and (iv) reviewing and recommending appropriate changes to the Company’s governance documents, including its charter, bylaws, Corporate Governance Guidelines and committee charters, and the policies and procedures of the Board. The Committee also shall perform such other functions as may be delegated to it under resolutions or other directives of the Board.

Organization

The Committee shall be appointed by the Board from time to time and shall consist of two or more directors. Each member of the Committee shall be an independent director, as defined under the Nasdaq Stock Market’s listing standards and determined by the Board. The Board shall appoint one member of the Committee as the Chair.

The Committee shall meet at least annually, with additional meetings held as and when necessary.

The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agenda, maintaining meeting minutes and making regular reports to the Board.

The Committee shall have the authority to retain and approve the fees and retention terms of external legal, financial, accounting and other consultants or advisors as it deems appropriate, including any search firm for identifying potential directors, without seeking the approval of the Board or management. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to any search firm for identifying potential directors and any other external legal, financial, accounting or other consultants or advisors to the Committee.

The Committee shall have complete access to the books, records, facilities and management of the Company. The Committee may invite members of management or others to attend the Committee’s meetings and provide pertinent information as appropriate.

Each member of the Committee is entitled to rely in good faith on the Company’s records and information, opinions, reports or statements presented by any of the Company’s officers or employees, or by any other person as to matters that such member of the Committee reasonably believes are within such other persons’ professional or expert competence and who have been

selected with reasonable care by or on behalf of the Committee or the Company. Each member of the Committee also may rely in good faith on actions taken by other committees of the Board as delegated to such other committees under the resolutions and other directives of the Board.

Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

To review periodically the size, composition, function and duties of the Board and committees of the Board, and to identify individuals qualified to become directors and recommend candidates to the Board to fill vacancies and for election at annual and special stockholders meetings. In identifying and recommending potential directors, the Committee shall use the guidelines, consistent with criteria approved by the Board, that it develops to seek directors with high personal and professional ethics, integrity, values and judgment. The Committee shall strive to ensure that the Board consists of a diverse group of directors with a broad range of experience in business matters in order to evaluate the strategic direction and policies of the Company across changing economic and regulatory environments and in response to customer expectations.

To evaluate and make recommendations to the Board regarding whether each director or potential director is or would be an independent director, as defined under the Nasdaq Stock Market's listing standards.

To evaluate the qualifications of potential directors suggested by the Company's stockholders on the same basis as potential directors identified directly by the Committee or from other sources.

In the event that a director tenders an offer of resignation from the Board, to review such offer of resignation and recommend to the Board whether the Board should accept such offer of resignation.

To oversee and evaluate the performance and effectiveness of the Board and committees of the Board and, at least annually, to conduct evaluations of director independence and performance, Board performance and committee performance (including performance of the Committee).

To review and make recommendations to the Board regarding composition of the Board and committees of the Board, Board committee chairs, the structure of Board meetings and whether the Board should form additional standing committees.

To review and make recommendations to the Board periodically regarding the form and amount of compensation for non-management directors, including to evaluate, among other things, Company goals and objectives relevant to director compensation, the level of compensation necessary to attract and retain qualified directors, the level of compensation is comparable to that offered by other public companies of a similar size and scope as the Company, the possibility that director independence may be compromised or impaired if compensation exceeds customary levels and whether the form of compensation encourages directors to act with the interests of the Company's stockholders in mind.

To review periodically the Company's governance documents, including its charter, bylaws, Corporate Governance Guidelines and committee charters and, as it deems appropriate, make recommendations to the Board regarding modifications or changes thereto.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate and consistent with applicable regulations, laws and listing standards.

Performance Review and Charter

The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter, and periodically review the adequacy of this charter and recommend any proposed changes to the Board.