

# HITTITE MICROWAVE CORPORATION

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

### I. Statement of Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is a standing committee of the board of directors of Hittite Microwave Corporation (together with its subsidiaries, the “Company”). The purpose of the Committee is:

- to identify individuals qualified to become members of the board and to recommend to the Board of Directors nominees for election as directors; and
- to advise the Board of Directors regarding appropriate corporate governance policies and assist the Board in achieving them.

### II. Organization

A. **Charter.** By adoption of this charter, the board of directors has delegated to the Committee the authority necessary for the Committee to fulfill its obligations under this charter. At least annually, the Committee shall review and assess the adequacy of this charter and recommend to the board of directors any changes that would enable the Committee to fulfill its responsibilities more effectively.

B. **Members.** The Committee shall consist of at least two members of the board of directors. The members of the Committee shall be appointed by, and serve at the discretion of, the board of directors. In selecting the members of the Committee, the board shall endeavor to ensure that each member of the Committee satisfies the independence requirements of Nasdaq Marketplace Rule 4200(a)(15), as amended from time to time, and any other applicable rules and regulations.

C. **Chairperson.** The board of directors shall appoint a chairperson of the Committee, who shall serve at the discretion of the board. The chairperson shall establish the agenda for and preside at all meetings of the Committee and shall have such other powers and responsibilities as the board or the Committee shall designate.

D. **Meetings; Minutes.** Each year, the Committee shall establish a schedule of meetings; additional meetings may be scheduled as required. The Committee shall meet periodically in executive session, as it deems appropriate.

E. The procedures with respect to calling, noticing and holding meetings of the Committee and conducting business of the Committee shall be the same as those provided in the by-laws of the Company with respect to calling, noticing and holding meetings of and taking action by the board of directors. The Committee shall maintain written minutes of its meetings.

The minutes shall be distributed periodically to the other members of the board of directors and shall be filed with the minutes of the meetings of the board of directors.

F. **Reports.** The Committee shall make regular reports to the board of directors regarding the activities of the Committee. Such reports may be made either orally or in writing.

### III. Responsibilities

A. **Establishment of Selection Criteria for Nominees for Director.** The Committee shall establish and periodically review the criteria it shall use to evaluate the qualifications of candidates, including any minimum qualifications. The Committee shall consider the requirements of applicable law, the listing standards of the Nasdaq Stock Market, Inc., strength of character, judgment, business experience and specific areas of expertise, familiarity with the Company's industry, factors relating to the composition of the board (including its size and structure), principles of diversity, and such other factors as the Committee shall deem appropriate.

B. **Director Recruitment.** The Committee shall (in consultation with the Board of Directors) search for, evaluate and recruit, and shall recommend to the Board of Directors, candidates to fill positions on the Board of Directors, including as a result of the retirement, resignation or removal of any director, an increase in the size of the board of directors or otherwise. In determining whether to recommend the re-election of any incumbent director, the Committee shall consider the past contributions and overall performance of the director. The Committee shall establish appropriate procedures for stockholders to submit recommendations for candidates to serve as a director. The Committee shall also review and evaluate any candidate properly recommended by a stockholder of the Company in light of the Committee's criteria for selection of new directors.

C. **Assessment of Independence.** The Committee shall at least annually, or more frequently as circumstances require, assess the independence of each member of the board of directors.

D. **Corporate Governance.** The Committee shall keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board of Directors in light of such developments as may be appropriate. Specifically, the Committee shall, on a periodic basis:

- (i) review the certificate of incorporation and bylaws of the Company and, where appropriate, recommend to the Board of Directors that it amend the bylaws, or that it propose amendments to the certificate of incorporation and by-laws for consideration by the shareholders;
- (ii) review the corporate governance practices of the Company and, where appropriate, make recommendations to the Board of Directors with respect to changes to such practices, including, among other matters: (a) the size, composition and responsibilities of the Board of Directors and its committees, (b) policies, if any, with respect to the tenure and retirement of directors, stock ownership requirements or restrictions concerning the maximum number of boards on which a director may serve,

(c) the organization and procedures of the Board, including policies relating to meetings of the Board, meeting schedules and locations, agendas and procedures for delivery of materials in advance of meetings, (d) procedures for security holders and other interested parties to communicate with non-management members of the Board, and (e) policies regarding attendance by directors at the Company's annual meeting of stockholders; and

(iii) review and evaluate the Company's succession plans relating to its chief executive officer and other executive officers.

E. ***Evaluation of the Board and the Committee.*** The Committee shall oversee an annual evaluation of the Board of Directors. The Committee shall report annually to the Board on the results of the evaluation of the Board. The Committee shall evaluate its own performance on an annual basis and report annually to the Board on the results of evaluation of the Committee.

F. ***Director Education.*** The Committee shall consider on an annual basis the nature of any continuing education that may be desirable for the Board and, if appropriate, recommend to the Board of Directors that resources be made available in this regard.

G. ***Other Delegated Responsibilities.*** The Committee shall carry out such other duties as the board of directors may delegate to the Committee from time to time.

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