

UBIQUITI NETWORKS, INC.

CORPORATE NOMINATING AND GOVERNANCE COMMITTEE CHARTER

PURPOSE:

The purpose of the Nominating and Governance Committee of the Board of Directors (the “Board”) of Ubiquiti Networks, Inc. (the “Company”) is to focus on issues relating to the composition and operation of the Board. The Nominating and Governance Committee provides assistance to the Board in the areas of membership selection, committee selection and rotation practices, evaluation of the overall effectiveness of the Board, and review and consideration of developments in corporate governance practices. The Nominating and Governance Committee’s goal is to attempt to ensure that the Board is properly constituted to meet its fiduciary obligations to the Company’s stockholders and the Company and that the Company has and follows appropriate corporate governance standards. In addition, the Nominating and Governance Committee will undertake those specific responsibilities listed below and such other duties or responsibilities as the Board may from time to time prescribe.

COMMITTEE MEMBERSHIP

The Nominating and Governance Committee should be composed of at least two directors of the Company who are independent as determined in accordance with the rules of the NASDAQ Stock Market and up to one non-independent director under the “exceptional and limited circumstances” exception of the rules of the NASDAQ Stock Market. The members of the Nominating and Governance Committee will be appointed by the members of the Board who are independent as determined in accordance with the rules of the NASDAQ Stock Market, and the members of the Nominating and Governance Committee will serve at the discretion of the Board.

COMMITTEE RESPONSIBILITIES

The responsibilities of the Nominating and Governance Committee shall include the following:

Nominating

- Develop a Board capable of advising the Company’s management in fields related to current or future business directions of the Company;
- Approve all nominees for membership on the Board, including the slate of director nominees to be proposed by the Board to the Company’s stockholders for election or

any director nominees to be elected or appointed by the Board to fill interim director vacancies on the Board;

- Review director nominees submitted by stockholders of the Company;
- Provide recommendations to the Board for the appointment of directors to committees of the Board and suggest rotations for chairpersons of committees of the Board as it deems desirable from time to time; and
- Evaluate and recommend to the Board the termination of membership of individual directors in accordance with the Board's corporate governance principles, for cause or other appropriate reasons (including, without limitation, as a result of changes directors' employment or employment status).

Corporate Governance

- Regularly review issues and developments relating to corporate governance issues and formulate and recommend corporate governance standards to the Board;
- Review and make recommendations to the Board regarding the structure and delegated responsibilities of each committee of the Board to be included in the charter of each such committee of the Board;
- Evaluate and recommend any revisions to meeting policies and logistics of the Board and committees of the Board;
- Consider and recommend changes in the size of the Board;
- Periodically solicit input from the Board and conduct a review and evaluation of the effectiveness of the operation of the Board and its committees, including reviewing corporate governance and operating practices; and
- Periodically evaluate and recommend to the Board an appropriate member of the Audit Committee of the Board to serve as the "audit committee financial expert" as determined in accordance with the rules and regulations of the Securities and Exchange Commission.
- The Nominating and Governance Committee shall periodically review its own charter (including the structure, processes and membership requirements of the Nominating and Governance Committee) and recommend any proposed changes to the Board for approval. In addition, the Nominating and Governance Committee shall periodically review its own performance.

MEETINGS:

The Nominating and Governance Committee will meet a minimum of twice per year and more frequently as circumstances require.

OUTSIDE ADVISORS:

The Nominating and Governance Committee shall have authority to obtain advice and assistance from internal or external legal, accounting, search firms or other advisors.

MINUTES:

The Nominating and Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

REPORTS:

The Nominating and Governance Committee shall make regular reports to the Board of actions taken at its regular and/or special meetings.

COMPENSATION:

Members of the Nominating and Governance Committee shall receive such fees, if any, for their service as Nominating and Governance Committee members as may be determined by the Board in its sole discretion. Fees may be paid in such form of consideration as is determined by the Board.

Except as permitted under applicable laws and the rules and regulations of the Securities and Exchange Commission, FINRA and The NASDAQ Stock Market, members of the Nominating and Governance Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof or as Chairman of the Board or Chair of any committee of the Board.

DELEGATION OF AUTHORITY:

The Nominating and Governance Committee may form and delegate authority to subcommittees when appropriate.