

**Comtech Telecommunications Corp.**

**Charter of the  
Nominating Committee of the Board of Directors  
(As of September 21, 2004)**

I. Nominating Committee Statement of Policy

The function of the Nominating Committee (the "Committee") is to assist the Board of Directors (the "Board") by (i) developing, reviewing and recommending to the Board for its approval certain policies regarding the nomination of directors and any changes in such policies; (ii) identifying individuals qualified to become directors; and (iii) evaluating and recommending for the Board's selection nominees to fill positions on the Board.

II. Nominating Committee Composition

The Committee shall be comprised of two or more directors, each of whom, in the determination of the Board, must satisfy the independence requirements established by the NASDAQ Stock Market ("NASDAQ") or, with the approval of the Board, satisfy one or more of the exceptions permitted by NASDAQ.

The members of the Committee shall be appointed and replaced by the Board. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. Nominating Committee Meetings

The Committee shall meet at such times and with such frequency as the Committee shall determine as appropriate to meet its responsibilities. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee shall maintain minutes and report to the Board from time to time, as requested by the Board, or as the Committee deems appropriate.

IV. Nominating Committee Responsibilities and Duties

1. The Committee shall, as it deems appropriate, develop and recommend to the Board for approval policies regarding (i) specific, minimum qualifications for potential directors; (ii) the process for identifying and evaluating director nominees; and (iii) consideration of any director candidates recommended by the Corporation's stockholders. The Committee shall from time to time review and recommend to the Board for its approval any changes in such policies.
2. The Committee shall identify individuals qualified to become Board members and consider and evaluate candidates to fill positions on the Board (including, but not limited to, persons nominated by stockholders).
3. The Committee shall recommend for the Board's selection nominees to fill positions on the Board.

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.

This Charter is in all respects subject and subordinate to the Corporation's certificate of incorporation and by-laws, resolutions of the Board and applicable provisions of the Delaware General Corporation Law.