

CARTESIAN, INC.

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

**AMENDED AND RESTATED AS OF
JUNE 18, 2014**

PURPOSES

The primary functions of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Cartesian, Inc., a Delaware corporation (the "Company"), shall be to recommend individuals qualified to serve as directors of the Company; to advise the Board on its composition, procedures and committees; to advise the Board regarding corporate governance; and to oversee the evaluation of the Board and the Company's management.

MEMBERSHIP

All members of the Committee shall satisfy such criteria as the Board shall determine, provided that all members of the Committee shall qualify as independent directors ("Independent Directors") under the rules of The Nasdaq Stock Market, Inc. ("NASDAQ"). The Committee shall consist of at least two members who are appointed annually to one year terms by a majority vote of the Board at the meeting of the Board immediately following the annual meeting of stockholders. Vacancies on the Committee shall be filled by majority vote of the Board no later than the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the Board.

INDEPENDENT ADVISORS

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain special legal, accounting or other advisors or consultants to advise the Committee, at the Company's expense. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

MEETINGS

The Committee shall meet at least twice annually or more frequently as circumstances require. The Board shall designate one member of the Committee as its Chairperson. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may request any director, officer or employee of the Company or the Company's outside counsel, advisors or consultants to attend any meeting of the Committee or to meet with any members of or advisors or consultants to the Committee to discuss or provide information pertinent to any matters within the scope of the Committee's duties and responsibilities.

The Committee shall report to the Board on its meetings, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes and other records of its meetings, which minutes and other records shall be filed with the books and records of the Company.

DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

RESPONSIBILITIES AND DUTIES

The Committee shall have the following duties and responsibilities:

Board Candidates and Nominees

- Identify, screen and recommend to the Board for approval, including the approval of a majority of the independent directors, the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Company. In making its recommendations, the Committee shall consider the results of the Board and committee self-evaluation processes described below. In addition, the Committee shall take into account the number of other public company boards of directors and other boards (or comparable governing bodies) upon which a candidate sits. The Committee should take appropriate steps to ensure that the Board maintains an openness to new

ideas and a willingness to critically re-examine the status quo, balanced against the benefits derived from continuity.

- Develop criteria for the selection of new directors, which shall include, among other things, experience, knowledge, skills, expertise, integrity, analytic ability, independence of mind, understanding of the Company's business and its business environment, willingness and ability to devote adequate time and effort to Board responsibilities, and diversity with respect to other Board members. In developing and considering criteria, the Committee shall seek to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or listing standard.
- Consider, and evaluate the suitability of, potential director nominees proposed by management, shareholders and other directors.
- Review the suitability for continued service as a director of each Board member who is not an employee of the Company when his or her term expires, taking into account any significant change in his or her status, such as a change in the principal position that he or she held when elected to the Board or his or her retirement, and recommend whether or not the director should be re-nominated.

Board Composition and Procedures

- Review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity necessary and desirable for the Board as a whole and contains at least a majority of Independent Directors.
- Review periodically the size of the Board and recommend to the Board any appropriate changes. In making its recommendations, the Committee should strive to enable the Company to bring a diversity of experience to the Board without diminishing individual accountability or hindering effective discussion and decisionmaking.
- Make recommendations on the frequency and structure of Board meetings.

Board Committees

- In consultation with the Chairman of the Board, make recommendations to the Board regarding the size and composition of each standing committee, including the identification of individuals qualified to serve on a

committee and as chair of a committee, and to recommend individual directors to fill any vacancy that might occur on a committee (in all cases, including the Committee). The Committee shall consider rotation of committee members and chairmen and make its recommendations with a view toward balancing the benefits derived from continuity against those derived from the diversity of experience and viewpoints of other directors. The Committee shall also use the results of the Board and committee self-evaluation processes in making its recommendations.

- Monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.
- Review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.
- Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, or other matters that may arise. The Committee's power to make such a recommendation shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

Corporate Governance

- Consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

Evaluation of the Board and Management

- Oversee an annual self-evaluation of the performance of each Board committee as well as the performance of the Board as a whole, including a review of any areas in which the Board or management believes that the Board can better contribute to the Company.
- Oversee the evaluation of the management of the Company, including the Chief Executive Officer.
- The Committee shall establish procedures to allow it to exercise these oversight functions.

Investigations

- Conduct or authorize investigations into or studies of any matters within the scope of the Committee's duties and responsibilities, as the Committee may in its discretion deem necessary or advisable.

EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

As adopted by the Board of Directors on June 12, 2007.