

NOMINATING COMMITTEE CHARTER
OF
TII NETWORK TECHNOLOGIES, INC.

I. PURPOSE

The primary function of the Nominating Committee (the "Committee") is to oversee matters relating to the organization and composition of the Board of Directors (the "Board") of TII Network Technologies, Inc. (the "Company"), evaluate members and prospective members of the Board. The Committee is responsible for identifying qualified Board candidates and recommending their nomination for election to the Board, including recommending the slate of nominees for election to the Board at each annual meeting of stockholders. The Committee is also responsible to review executive succession and processes to assure a smooth and orderly Chief Executive Officer ("CEO") transition when the need arises.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of at least three members of the Board, as determined by the Board, each of whom must be an "independent director" who meets the criteria for independence set forth in Marketplace Rule 4200 of the Nasdaq Stock Market, Inc. ("Nasdaq") for nominating committees, as amended, modified or supplemented from time to time, subject to such exceptions and exemptions as may be permissible under the rules of Nasdaq.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve at the pleasure of the Board. The Board may replace any member of the Committee who dies, resigns or is removed. Unless a chairperson of the Committee (the "Chairperson") is elected by the Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee.

The Committee shall meet from time to time as called by the Chairperson. The Chairperson will prepare a meeting agenda with the input of management and in a timely manner to allow for adequate preparation and participation during a meeting. Members of the Committee may participate in any meeting of the Committee by means of conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other. The Committee may ask members of management or others to attend meetings of the Committee, or portions thereof, and provide pertinent information as necessary. The Committee shall meet in executive session to discuss any matters that the Committee believes should be discussed privately. The Committee shall maintain minutes or other records of meetings and activities of the Committee, making the minutes available to any Board member at any time he or she requests them. The Committee shall report regularly to the full Board of Directors and provide the Board such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the person designated by the Committee to make such report.

III. RESPONSIBILITIES

The Committee shall have the following responsibilities:

- Develop and recommend to the Board guidelines and criteria for the selection of candidates for directors.
- Annually review the Board's compliance with SEC and Nasdaq rules and oversee the Board's determination of each director's independence under the Nasdaq listing standards and applicable law.
- Review candidates for the Board who may be recommended by stockholders.
- Recommend the slate of nominees for election to the Board at each annual meeting of stockholders and to fill vacancies in the Board resulting from death, resignation or other cause or an increase in the total number of directors.
- When directed by the Board, conduct searches for qualified Board candidates and recommend their election to the Board.
- Report to the Board annually with an assessment of the Board's performance.
- Annually review the structure of the Committees of the Board, including the size and composition of all Board Committees.
- Recommend the resignation or non-re-election of a director in response to a meaningful change in the director's qualifications or employer or the director's acceptance, without Board approval, of the directorship of another public company.
- Review executive succession planning, including recommending procedures that will assure an orderly CEO transition when the need arises.
- Annually review and evaluate this charter and the performance of the Committee and recommend any appropriate changes to this charter or the Committee.

IV. CERTAIN OTHER AUTHORITY

The Committee is authorized to delegate those of its functions as it may deem appropriate to subcommittees and to confer with Company management and other employees to the extent it deems necessary or appropriate to fulfill its duties. The Committee shall have authority to engage outside independent counsel and other experts, including search firms, as it determines necessary to carry out its duties, including identifying director or CEO candidates, and shall have sole authority to approve such experts' or advisors' fees and other retention terms.