

**EMCORE CORPORATION  
CHARTER OF THE NOMINATING COMMITTEE OF  
THE BOARD OF DIRECTORS**

**PURPOSE**

The Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of EMCORE Corporation (the “Company”) was established to assist the Board in fulfilling its responsibilities by (i) identifying, reviewing, and evaluating individuals qualified to become Board members, and (ii) recommending director nominees for the Board and director nominees for each committee. This charter specifies the scope of authority and responsibility of the Committee.

**ORGANIZATION, MEMBERSHIP AND MEETINGS**

1. The Committee shall be comprised of three or more directors who meet the independence requirements contained in the NASDAQ listing standards, as determined by the Board.
2. The Members of the Committee, including the chairperson of the Committee, shall be appointed annually by the Board. Members may be replaced by the Board at any time, but shall otherwise serve until a successor has been named.
3. The Committee shall have the authority to form and delegate responsibilities to subcommittees when appropriate.
4. The Committee shall meet from time to time, as it deems necessary, but at least once per year. The Committee may include management at its meetings, but shall also hold an executive session at each meeting at which only independent directors are present.
5. The Committee shall maintain written minutes of its meetings, which minutes will be filed in the corporate minute book.

**COMMITTEE AUTHORITY AND RESPONSIBILITIES**

To fulfill its responsibilities and duties hereunder the Committee shall:

*Nominating Functions*

1. Actively seek individuals qualified to become directors of the Board and make recommendations to the Board regarding Board nominees, including an annual recommendation with respect to those individuals nominated for election at the Company’s annual meeting of stockholders. As part of this process the Committee shall consult with Board members, management and others to evaluate the knowledge and skills which should be kept in mind in making nominations,

- including experience in business, finance, or administration, familiarity with national and international business matters, and appreciation of the relationship of the Company's business to changing needs in our society. The Committee shall also give consideration to candidates with appropriate non-business backgrounds.
2. Review annually and make recommendations to the Board concerning the membership and chairpersons of Board committees, taking into account the special skills required for service on particular committees, past performance in Board and committee service, tenure and such other facts the Committee shall deem appropriate.
  3. Affirmatively determine that the requisite number of directors serving on Committees of the Board, including this Committee, meet the independence requirements contained in the NASDAQ listing standards.
  4. In making its annual recommendations for Board and Board Committee nominees, consider the Board and Committee evaluations described below.
  5. Periodically conduct studies of the size and composition of the Board, make recommendations to the Board as a result of such studies, and consider and make recommendations to the Board regarding comments from stockholders relating to Board composition.

#### *General*

1. Have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. If necessary, have the authority to institute special investigations deemed necessary for any reason and, if appropriate, hire special counsel or other experts to assist the Committee with respect to such investigation.
3. Have the authority to retain and terminate consultants as needed to conduct searches for new directors.
4. Have the authority to direct the payment of fees and costs of counsel, experts and/or other advisors retained by the Committee, which fees and costs shall be borne by the Company.