

UTSTARCOM HOLDINGS CORP.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Adopted as of April 25, 2012)

Purpose

The Committee is established by the Board of Directors (the “**Board**”) of UTStarcom Holdings Corp. (the “**Company**”) for the following purposes: (i) assisting the Board by actively identifying individuals qualified to become Board members, (ii) recommending to the Board the director nominees for election at the next annual meeting of shareholders, (iii) recommending to the Board for approval the chairs and members of each Board committee, (iv) monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies, (v) leading the Board in its annual performance self-evaluation, including establishing criteria to be used in connection with such evaluation, (vi) reviewing the compensation of the Board members and then recommending any changes in such compensation to the full Board, (vii) overseeing compliance with the Company’s Code of Business Conduct and Ethics, and (viii) developing and recommending to the Board and administering the corporate governance principles of the Company (the “**Corporate Governance Principles**”).

Composition

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board.
2. Qualifications. Each member of the Committee shall meet all applicable independence and other requirements of law and the rules of the Nasdaq Stock Market (“**Nasdaq**”).
3. Chair. The Chair of the Committee shall be appointed by the Board.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board in its discretion. In addition, membership on the Committee shall automatically end at such time as the Board determines that a member ceases to meet the independence requirements of Nasdaq and applicable law.

Operations

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least once per year in advance of the Board’s nomination of directors for

election at the annual meeting of the Company's shareholders. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

3. Report to Board. The Committee shall report its actions to the Board at the next regularly scheduled Board meeting after such action was taken and shall submit to the Board the minutes of its meetings.

4. Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual performance self-evaluation and shall report to the Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter periodically and recommend any changes to the Board.

Authority and Duties

1. The Committee shall identify and recommend to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in the Company's Corporate Governance Principles and this Charter. In making its recommendations, the Committee may consider some or all of the following factors, among others: (a) the candidate's judgment, integrity, ethical standards, skill, diversity and experience with other organizations of comparable purpose, complexity and size and subject to similar legal restrictions and oversight; (b) the interplay of the candidate's experience with the experience of other Board members; (c) the extent to which the candidate would be a desirable addition to the Board; (d) whether or not the person has any relationships that might impair his or her independence or result in a conflict of interest, such as any business, financial or family relationships with the Company's management; and (e) the candidate's ability to contribute to the effective management of the Company, taking into account the needs of the Company and such factors as the individual's experience, perspective, skills, and knowledge of the industry in which the Company operates. The Committee shall report to the Board periodically on the status of these efforts. The Committee shall review candidates for the Board recommended by the Company's management and other members of the Board who are not members of the Committee. The Committee shall also review candidates for the Board recommended by shareholders and shall adopt a policy regarding the consideration of such candidates. The invitation to join the Board shall be extended by the Chairman of the Board.

2. The Committee shall adopt a policy regarding Board members' attendance at annual meetings of the shareholders of the Company.

3. The Committee shall review with the Board, on an annual basis, the current composition of the Board in light of the Board members' independence, age, skills, experience and

availability of service to the Company and of anticipated needs. The Committee shall establish and review with the Board the appropriate skills and characteristics required of Board members.

4. The Committee shall make recommendations to the Board regarding chairs and composition of Board committees.

5. The Committee shall, upon a significant change in a director's principal occupation, review, as appropriate and in light of the then current Board policies as reflected in the Corporate Governance Principles, the continued Board membership of such director.

6. The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with the Company's Corporate Governance Principles and applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any corrective action to be taken, as the Committee may deem appropriate.

7. The Committee shall establish criteria and processes for, and lead the Board in, its annual performance self-evaluation. Each performance self-evaluation shall be discussed with the Board following the end of each fiscal year. Each performance self-evaluation shall focus on the contribution to the Company by the Board and each individual director, and shall specifically focus on areas in which a better contribution could be made.

8. The Committee shall monitor compliance with the Company's Code of Business Conduct and Ethics, including reviewing with the general counsel the adequacy and effectiveness of the Company's procedures to ensure proper compliance. The Committee shall also recommend amendments to the Company's Code of Business Conduct and Ethics to the Board as the Committee may deem appropriate.

9. The Committee shall establish policies for new director orientation and establish policies for the continued education of directors already on the Board.

10. The Committee shall conduct a review of director's affiliations and transactions that could raise conflict of interest issues.

11. The Committee shall establish procedures to help shareholders communicate with non-management directors.

12. The Committee shall evaluate shareholder proposals and recommend responses to the shareholder proposals to the Board.

13. The Committee shall periodically review the size and structure of the Board.

14. Committee shall review and make recommendations to the Board annually with respect to the compensation of Board members.

15. The Committee will deliberate and take such actions with respect to incumbent directors who fail to receive the required vote for re-election, including accepting or not accepting any director resignation on behalf of the Company or requesting that any such director submit his or her resignation to the Company.

16. The Committee shall periodically consider whether to recommend share ownership guidelines related to the independent members of the Board and certain executive officers and shall have the discretion to waive such guidelines, if compliance would create severe personal hardship for an officer or independent director or prevent an officer or independent director from complying with a court order.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.

The Committee shall have the power to retain search firms or advisors to identify director candidates. The Committee may also retain counsel or other advisors, as it deems appropriate. The Committee shall have sole authority to retain and terminate such search firms or advisors and to review and approve such search firm or advisor's fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to counsel or other advisors.