

COMARCO, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Nominating and Corporate Governance Committee (the "Committee") shall assist the Board of Directors (the "Board") of Comarco, Inc. (the "Company") in: (a) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board (i) the director nominees for election at the next annual meeting of shareholders and (ii) candidates to fill any vacancies on the Board; (b) overseeing the implementation and monitoring the effectiveness of the Company's Corporate Governance Guidelines and developing and recommending to the Board modifications and/or additions to the Corporate Governance Guidelines; and (c) reviewing, on a regular basis, the overall corporate governance of the Company and recommending improvements when necessary.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's Bylaws.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with all requisite access to all books, records, facilities and personnel of the Company and with access to the Company's outside legal counsel and other advisors. The Committee shall have the power to retain separate outside counsel or other advisors, different from the Company's regular outside counsel and advisors, and will receive adequate funding from the Company to engage such counsel and advisors. The Committee shall have concurrent authority with the Chairman of the Board and the Chief Executive Officer to retain, compensate, terminate and oversee director search firms and recruitment consultants for use in identifying, screening and reviewing qualified candidates to serve on the Board.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board, each of whom has been determined by the Board to be "independent" in accordance with the rules of the Nasdaq Stock Market, Inc. ("NASDAQ") and SEC.

The members of the Committee shall be appointed by the Board and continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by the Board at any time. The Board may appoint one member to serve as Chair of the Committee, to convene and chair all regular and special sessions of the Committee, to set agendas for Committee meetings, to determine and communicate to management and the full Board the information needs of the Committee, and to report Committee determinations and action on behalf of the Committee to the full Board. If the Board fails to appoint a Chair of the Committee, the members of the Committee shall elect a Chair by majority vote of the full Committee to serve at the pleasure of the majority of the full Committee. The Chair of the Committee shall serve as Chair for not more than six consecutive years.

III. COMMITTEE MEETINGS

The Chair (or in his or her absence, a member designated by the Chair or by a majority of the members in attendance) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings as long as they are not inconsistent with any provisions of the Company's Bylaws or Charter.

Notwithstanding the foregoing, the Committee shall meet on a regularly scheduled basis at least two times per year, or more frequently as circumstances dictate. Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

The Committee may, at its discretion and at the invitation of the Chair, include in its meetings members of the Company's management, representatives of the Company's outside advisors, any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director who is not a member of the Committee.

The responsibilities of the Committee are set forth below. The Committee is authorized to carry out these responsibilities, and other responsibilities assigned to it by the Board from time to time, and take any actions reasonably related to the mandate of this Charter. The following functions and responsibilities are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances. To fulfill its purpose, the Committee shall be responsible for the following:

IV. NOMINATING RESPONSIBILITIES

The Committee shall lead the search for individuals qualified to become members of the Board and recommend candidates for nomination as directors. The Committee shall identify, screen and recommend candidates for director to ensure that a majority of the Company's directors and all of the directors serving on the Company's committees are "independent" within the meaning of the rules of the NASDAQ and the SEC, as in effect from time to time, and who satisfy any other legal or regulatory requirements that may be applicable to the Company's directors. The Committee also shall determine the suitability of each individual candidate and the slate of candidates as a whole to serve as directors of the Company, taking into account the member qualifications discussed below.

The Committee shall encourage selection of directors who will contribute to the Company's overall corporate goals of technology leadership, effective execution, high customer satisfaction, superior employee working environment, and creation and preservation of shareholder value. At a minimum, candidates recommended by the Committee must possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the shareholders.

In evaluating the suitability of individual candidates for election or re-election to the Board, the Nominating and Corporate Governance Committee shall consider many factors, including (1) the candidate's understanding of technology, manufacturing, sales and marketing, finance and other

elements relevant to the Company's business, (2) the candidate's educational and professional background, experience as a director of a public company and past performance as a board member, (3) familiarity with current corporate governance, accounting and similar issues impacting public companies and (4) consistency with the other provisions of the Nominating and Corporate Governance Committee Charter relating to the composition of the Board and eligibility for Board membership. Additionally, in determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee shall take into account the director's past attendance at, and participation in, meetings of the Board and its committees and contributions to their activities.

The Committee shall be responsible for reviewing with the Board, from time to time, specific skills and characteristics required of Board members in the context of the current composition and needs of the Board. The Committee shall evaluate each candidate with the objective of recommending a group of candidates that can best perpetuate and build on the success of the business of the Company and represent shareholder interests. In determining whether to recommend a director for re-election, the Committee also shall take into account the director's past attendance at, and participation in, meetings of the Board and its committees and contributions to their activities.

In addition, the Committee shall review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee of the Board. In making such recommendations to the Board, the Committee shall consider the independence and other requirements for Committee membership under applicable law and the rules of both the SEC and the NASDAQ.

The Committee shall consider candidates for nomination to the Board proposed by any shareholder of the Company meeting the above-referenced qualifications. A shareholder of the Company shall be entitled to recommend a candidate for nomination to the Board by submitting the name of the candidate and supporting information to: Corporate Secretary, Comarco, Inc., 2 Cromwell, Irvine, CA 92618. These nominations will be forwarded to the Chairman of the Committee. A shareholder must provide the following supporting information to recommend a candidate: name, age, business and residence addresses; principal occupation or employment; the number of shares of the Company's common stock held by the candidate; a resume of his or her business and educational background; the information that would be required under SEC rules in a proxy statement soliciting proxies for the election of such nominee as a director; and a signed consent of the candidate to serve as a director, if nominated and elected. The Committee, after reviewing this information, shall determine whether the candidate meets the qualifications set forth in this Charter, including the objectives for the composition of the Board as a whole. The Committee shall not evaluate any candidate for director any differently solely because the candidate was recommended by a shareholder.

V. CORPORATE GOVERNANCE AND OTHER RESPONSIBILITIES

The Committee shall review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, and other desired qualities. In addition, the Committee shall:

- oversee the evaluation of the Board and management;

- oversee the implementation and monitor the effectiveness of the Company's Corporate Governance Guidelines, and develop and recommend to the Board modifications and or additions to the Company's Corporate Governance Guidelines;
- report to the Board as necessary, which reports shall include any recommendations the Committee deems appropriate;
- review the corporate governance implications, if any, of any proposed changes in director compensation;
- conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
- review the adequacy of this Charter on at least an annual basis and recommend to the Board any updates or modifications to this Charter; and
- consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board to address such issues.