

Ulticom, Inc.

Corporate Governance and Nominating Committee Charter

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the "Board") of Ulticom, Inc. (the "Company") on January 4, 2008.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and By Laws, it is not intended to establish by its own force any legally binding obligations.

I. PURPOSES

The Corporate Governance and Nominating Committee (the "Committee") shall assist the Board in fulfilling its responsibility to shareholders by (i) identifying individuals qualified to serve as directors and by recommending to the Board the nominees for all directorships, whether such directorships are filled by the Board or the shareholders, (ii) developing and recommending to the Board a set of corporate governance guidelines and principles and (iii) reviewing, on a regular basis, the overall corporate governance of the Company and recommending improvements when necessary.

II. COMMITTEE MEMBERSHIP

The Committee shall be comprised of three or more members of the Board. In recognition of the fact that the Company is a "controlled company" within the meaning of Nasdaq Marketplace Rule 4350(c)(5), the members of the Committee may, but need not be, "independent" as defined in the Nasdaq Marketplace Rules.

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 of the Committee to be the Chairman. If the Board fails to appoint a Chairman, the members of the Committee shall elect a Chairman by majority vote of all members. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

III. COMMITTEE MEETINGS

The Committee shall have regular meetings on a semi-annual basis, or more frequently as circumstances dictate. Any member of the Committee may call a special meeting of the Committee. Meetings of the Committee may be held telephonically.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedures.

IV. KEY RESPONSIBILITIES

The key responsibilities of the Committee are set forth below. The Committee shall also carry out any other responsibilities assigned to it by the Board from time to time. The Committee may delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of members of the Committee.

In fulfilling its responsibilities, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel or other advisors to assist it in carrying out its activities and will receive adequate funding from the Company to engage such advisors. The Committee shall have the direct responsibility for the appointment, termination, compensation and oversight of search firms and recruitment consultants retained by the Company for the purpose of identifying and recruiting directors and shall have sole authority to negotiate and approve such consultant's fees and terms of engagement.

Board Selection

1. Recommend to the Board for approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning the Company's policies and procedures for identifying and reviewing Board nominee candidates, including: (i) the qualifications or criteria for Board nomination to shareholders for election as a director; and (ii) policies and procedures relating to consideration of Board nominee candidates recommended by shareholders.
2. Identify, screen and review individuals qualified to serve as directors, consistent with qualifications or criteria approved by the Board (including evaluation of incumbent directors for potential renomination); and recommend to the Board candidates for: (i) nomination for election or re-election by the shareholders; and (ii) any Board vacancies that are to be filled by the Board. The Committee will conduct all necessary and appropriate background checks of potential candidates.

Corporate Governance Oversight

1. Review the independence of members of the Board and recommend to the Board whether each director qualifies as “independent” under the Board’s definition of “independence” and the applicable rules of the Nasdaq Stock Market.
2. 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, diversity and other desired qualities.
3. Review periodically the size of the Board and recommend to the Board any appropriate changes.
4. Coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, individual directors and management in the governance of the Company.
5. Review the certificate of incorporation and bylaws of the Company and recommend to the Board, if necessary, that it propose amendments thereto for consideration by the shareholders.
6. Review and recommend to the Board a set of corporate governance guidelines and principles and recommend modifications as appropriate.

Reports

1. The Committee should report regularly to the Board following each meeting, which reports shall include any recommendations the Committee deems appropriate and any other matters that are relevant to the fulfillment of the Committee's responsibilities. The report to the Board may be an oral report and may be made at any meeting of the Board.
2. Maintain minutes or other records of meetings and activities of the Committee.

Director Compensation

1. Review and recommend to the Board for approval any changes to the compensation of directors.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including the adequacy of this Charter on an annual basis, or more regularly, as it may deem appropriate, and recommend to the Board any improvements that it deems appropriate.