

ANADIGICS, INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. COMMITTEE PURPOSE

The Governance and Nominating Committee (the "Committee") of ANADIGICS, Inc. (the "Company") is appointed by the Board of Directors of the Company (the "Board") to (1) assist the Board in identifying individuals qualified to become Board members and to recommend to the Board the director nominees; (2) recommend members of the Board to serve on the committees of the Board; (3) recommend to the Board individuals qualified to be elected as officers of the Company; (4) recommend to the Board the corporate governance and business ethics policies, principles, guidelines and codes of conduct applicable to the Company; and (5) lead the Board in its annual review of the Board's performance.

II. COMMITTEE MEMBERSHIP AND PROCEDURE

The Committee shall consist of at least two members of the Board of the Company to be appointed annually by the Board. Each member of the Committee shall meet the independence requirements of The NASDAQ Stock Market, Inc. and any other applicable regulatory requirements. The members of the Committee shall serve until their successors are appointed and qualify or until their earlier death, resignation or removal. The Board shall designate the Chairman of the Committee or, if it fails to do so, the members of the Committee shall elect a Chairman by majority vote. The Board shall have the power at any time to change the size and membership of the Committee and to fill vacancies in it, provided that there be a minimum of two members of the Committee and provided any new member satisfies the independence requirements. The Committee may form and delegate authority to subcommittees when appropriate, and shall meet as necessary, but at least once each year, in order to enable it to fulfill its responsibilities and duties as set forth herein. Except as expressly provided in this Charter, the by-laws of the Company or any applicable corporate governance guidelines of the Company, the Committee shall fix its own rules of procedure.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

A. NOMINATING. The Committee shall:

1. Develop policies on the size and composition of the Board and qualification criteria for Board members in order to insure that the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as a director of the Company and who have sufficient time available to devote to the affairs of the Company;

2. Actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board;
3. Receive suggestions concerning possible candidates for election to the Board, including self-nominations, nominations from shareholders in accordance with the Company's by-laws and other-third-party nominations;
4. Recommend to the Board individuals for vacancies occurring from time to time on the Board, including vacancies resulting from an increase in the size of the Board;
5. Recommend the slate of nominees to be proposed for election at each annual meeting of shareholders;
6. Recommend members of the Board to serve on the committees of the Board; and
7. Recommend to the Board individuals qualified to be elected as officers of the Company.

B. CORPORATE GOVERNANCE. The Committee shall:

1. Develop and recommend to the Board a set of corporate governance and business ethics policies, principles, guidelines and codes of conduct applicable to the Company and its directors, officers and employees;
2. Review and reassess at least annually the adequacy of the Company's corporate governance and business ethics policies, principles, guidelines and codes of conduct in light of emerging issues and developments related to corporate governance and other factors and formulate and recommend any proposed changes to the Board for approval;
3. Generally advise the Board as a whole on corporate governance matters;
4. Review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval;
5. Annually review its own performance; and
6. Review and assess the management succession plan for the Chief Executive Officer position.

C. OTHER. The Committee shall have the authority to:

1. Request reports from internal or external sources on matters related to its authority and duties as described in this Charter and on any subject that it deems related to its responsibilities;
2. Retain and terminate any search firm to be used to identify director or officer candidates and to approve the search firm's fees and other retention terms;
3. Retain and terminate outside accountants, legal counsel and other advisors to advise the Committee with respect to Committee matters as it may deem appropriate in its sole discretion and approve related fees and retention terms; and
4. Perform such other activities as the Committee or the Board may from time to time deem necessary or appropriate.