

**STRATEGIC PLANNING COMMITTEE CHARTER**  
**of the Strategic Planning Committee**  
**of ANADIGICS, Inc.**

This Strategic Planning Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of ANADIGICS, Inc. (the “Company”) on March 25, 2010.

**I. Purpose**

The purpose of the Strategy Planning Committee (the “Committee”) is to assist the Board and the Chief Executive Officer in their oversight of the Company’s long-term strategy development and implementation and the risk assessment analysis with respect to the implementation, or failure to implement, such strategies.

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 by-laws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion.

Notwithstanding the foregoing, the Committee’s responsibilities are limited to oversight. It is not the duty of the Committee to develop the Company’s strategic plan or implement such plan. Instead, such duties remain the responsibility of the management of the Company, subject, however, to the general oversight responsibilities of the Board. Each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the information provided to the Committee by such persons, professionals or experts.

**II. Membership**

The Committee shall consist of at least three members of the Board.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board.

**III. Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Chair) 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 so long as they are not inconsistent with any provisions of the Company’s by-laws that are applicable to the Committee.

The Committee shall meet at least four times during each fiscal year and more frequently as the Committee deems desirable. In addition, the Committee shall periodically meet with management.

The Committee may, at its discretion, include in its meetings members of the Company’s management or any personnel employed or retained by the Company, including counsel, or any other persons whose presence the Committee believes to be necessary or appropriate. The Chair of the Committee shall have the discretion to meet in executive session as the Chair deems appropriate.

The Committee may retain any independent , experts or advisors that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee for payment of compensation to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee.

#### **IV. Committee Duties and Responsibilities**

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company's executives and its outside advisors and auditors, to the fullest extent permitted by law.

The following are the duties and responsibilities of the Committee:

1. Provide guidance to and serve as a resource in assisting the Board and management in the development of long-term business objectives and strategic plans;
2. Review and present to the Board long-term business objectives and strategic plans developed by management;
3. Act in an advisory capacity in assessing the strategies and action plans designed to meet the Company's long-term business and strategic objectives;
4. Advise the Board regarding significant joint ventures, mergers, acquisitions, divestitures and other similar significant transactions; and
5. Advise the Board regarding an assessment of the risks involved in implementing or in failing to implement various strategic objectives.