



NOMINATING AND GOVERNANCE COMMITTEE CHARTER

(As adopted on May 17, 2006)

PURPOSE

The principal purposes of the Nominating and Governance Committee of the Board of Directors of Occam Networks, Inc. (the "*Company*") shall be to:

- assist the Board in identifying prospective director nominees and recommend to the Board the director nominees for each annual meeting of stockholders;
- recommend members for each Board committee;
- ensure that the Board is properly constituted to meet its fiduciary obligations to the Company and its stockholders and that the Company follows appropriate governance standards;
- develop and recommend to the Board governance principles applicable to the Company; and
- oversee the evaluation of the Board and management.

MEMBERSHIP REQUIREMENTS

The Nominating and Governance Committee members will be appointed by, and serve at the discretion of, the Board. Nominating and Governance Committee members may be replaced by the Board. The Nominating and Governance Committee will consist of at least two (2) members of the Board. Members of the Nominating and Governance Committee must meet the independence requirements of the Nasdaq Stock Market, Inc. Marketplace Rules.

The Board may designate one member of the Nominating and Governance Committee as its chair.

AUTHORITY AND RESPONSIBILITIES

- The Nominating and Governance Committee shall evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- The Nominating and Governance Committee shall recommend for approval by the Board on an annual basis desired qualifications and characteristics for Board membership and conduct searches for potential Board members with corresponding attributes.
- The Nominating and Governance Committee shall evaluate and propose nominees for election to the Board. The Nominating and Governance Committee shall consider stockholder nominees for election

to the Board. In performing these tasks the Nominating and Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates.

- The Nominating and Governance Committee shall evaluate the “independence” of directors and director nominees against the independence requirements of the Nasdaq Stock Market, Inc. Marketplace Rules, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.
- The Nominating and Governance Committee shall evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the Board’s governance principles, for cause or for other appropriate reasons.
- The Nominating and Governance Committee shall evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- The Nominating and Governance Committee shall review and recommend the Board compensation programs for outside directors.
- The Nominating and Governance Committee shall develop and recommend to the Board a set of corporate governance principles applicable to the Company.
- The Nominating and Governance Committee shall oversee the Board performance evaluation process, including, if appropriate, conducting surveys of director observations, suggestions and preferences.
- The Nominating and Governance Committee may form subcommittees for any purpose that the Nominating and Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Nominating and Governance Committee deems appropriate.
- The Nominating and Governance Committee shall make regular reports to the Board.
- The Nominating and Governance Committee shall review and reassess the adequacy and scope of this Charter periodically and recommend any proposed changes to the Board for approval.
- The Nominating and Governance Committee shall annually review its own performance.
- The Nominating and Governance Committee shall have authority to obtain advice and assistance from internal or external legal or other advisors.
- The Nominating and Governance Committee shall perform such other functions as assigned by law, the Company’s certificate of incorporation or bylaws or the Board.

MEETINGS

The Nominating and Governance Committee will set its own schedule of meetings and will establish its own schedule, which it will provide to the Board.

The Nominating and Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

COMPENSATION

Members of the Nominating and Governance Committee shall receive such fees, if any, for their service as Nominating and Governance Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Nominating and Governance Committee shall not receive any compensation from the Company except the fees received as a member of the Board or any committee thereof.