

LECROY CORPORATION
NOMINATING/GOVERNANCE COMMITTEE CHARTER
EFFECTIVE AS OF SEPTEMBER 12, 2005

I. MEMBERSHIP; STRUCTURE AND OPERATIONS

The Nominating/Governance Committee (the "Committee") of the Board of Directors (the "Board") of LeCroy Corporation (the "Company") shall consist of three or more independent directors, none of whom shall be employees or officers of the Company or its subsidiaries, meeting the independence requirements of the Nasdaq rules and any other applicable laws, rules and regulations governing independence.

The members of the Committee shall be appointed by the Board and shall serve until replaced by the Board.

Unless a member of the Committee is designated as its chairperson by the Board, the Committee may designate one of its members as its chairperson.

The Committee shall meet in person or telephonically at least once a year, and more frequently as deemed necessary by the Committee chairperson and/or the Committee.

II. PURPOSES, DUTIES AND RESPONSIBILITIES

The Committee shall have the following purposes, duties and responsibilities:

1. Recommend to the Board any changes in the size or composition of the Board or any committee thereof.
2. With input from the Board, establish the criteria for Board membership, which shall reflect at a minimum all applicable laws, rules, regulations and listing standards, and take such criteria and such other factors as it deems appropriate, into consideration in recommending candidates. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, other board memberships, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would bring desirable expertise to the Board or any committee of the Board; however the Committee retains the right to modify these factors from time to time. Specific qualities or skills that the Nominating/Governance Committee believes are necessary for one or more of the Company's directors to possess include experience as a director on boards of public companies of similar or greater size and complexity, experience as a CEO or other senior executive, and experience in product manufacturing, marketing/sales, finance, international business, and technology; however the Committee retains the right to modify these qualities from time to time.
3. The Committee shall consider all candidates recommended by the Company's stockholders in accordance with the procedures set forth in the Company's annual proxy statement. The Committee may consider candidates proposed by management, but is not required to do so.
4. When an opening for a new director is deemed to exist, diligently seek to identify potential director candidates who will strengthen the Board. The Committee shall conduct all necessary and appropriate inquiries into the background and qualifications of potential candidates.
5. Recommend to the Board the candidates for director to be proposed by the Board for election at each annual meeting of stockholders or, if applicable, at a special meeting of the stockholders, and to be added to the Board at any other time due to Board expansions, director resignations or retirements (including a recommendation as to the class of directors in which the candidate should serve in the case of an increase in the size of the Board).

6. Identify Board members qualified to fill vacancies on any committee of the Board and recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board and the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate.
7. Consider the performance of each director before recommending to the Board his or her nomination for an additional term as director.
8. Periodically assess the effectiveness of the Committee in meeting its responsibilities.
9. Develop a CEO succession plan.
10. Develop and recommend to the Board a corporate governance policy and any changes thereto, setting forth the corporate governance guidelines applicable to the Company.
11. Monitor and make recommendations to the Board on other matters of Board policies and practices relating to corporate governance.
12. Report regularly to the Board on matters within the scope of the Committee, as well as any special problems that merit the attention of the Board.
13. Review and make recommendations to the Board regarding proposals of stockholders that relate to corporate governance, including stockholder proposals for director candidates.
14. Undertake from time to time additional activities within the scope of the Committee's charter, as it may deem appropriate, to ensure the effective functioning of the Board and high quality corporate governance practices.
15. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operation of the Committee.
16. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

III. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.