

## ALDILA, INC.

### NOMINATING COMMITTEE CHARTER

1. Purpose The Committee is established by the Board of Directors of Aldila, Inc. (the "Company") for the following purposes:

(a) Assisting the Board by actively identifying individuals qualified to become Board members,

(b) Recommending to the Board nominees for election as directors at the next annual meeting of stockholders,

(c) Leading the Board in performance self-evaluation, including establishing criteria to be used in connection with such evaluation, and

(d) Overseeing compliance with the Company's Code of Business Ethics.

2. Composition

(a) Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed by the Board and shall serve until they are no longer members of the Board, until their successors are appointed or until resign, are removed or they no longer meet the "independence" requirements of Nasdaq or applicable law.

(b) Qualifications. Each member of the Committee shall meet all applicable independence and other requirements established by law and under the rules of the Nasdaq Stock Market ("Nasdaq").

(c) Chair. The Chair of the Committee shall be appointed by the Board.

(d) Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board. In addition, membership on the Committee shall automatically end at such time as the Board determines that a member ceases to meet the independence requirements of Nasdaq and applicable law, the Committee member resigns, or is no longer a member of the Board.

3. Operations

(a) Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least once per year in advance of the Board's nomination of directors for election at the annual meeting of the Company's stockholders.

(b) Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

(c) Report to Board. The Committee shall report its actions to the Board at the next regularly scheduled Board meeting after such action was taken and shall submit to the Board the minutes of its meetings.

(d) Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual performance self-evaluation and shall report to the Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter periodically and recommend any changes to the Board.

#### 4. Authority and Duties

(a) The Committee shall identify and recommend to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in this Charter. In making its recommendations, the Committee may consider some or all of the following factors, among others:

(i) The candidate's judgment, skill, diversity and experience with other organizations of comparable purpose, complexity and size and subject to similar legal restrictions and oversight;

(ii) The interplay of the candidate's experience with the experience of other Board members, including meeting legally required qualifications of sufficient directors to meet the obligation of the Company to maintain sufficient members of the Board to have a "financial expert" as a member of the Company's Audit Committee, and sufficient members of the Board who meet the independence requirements under applicable law and Nasdaq rules;

(iii) The extent to which the candidate would be a desirable addition to the Board;

(iv) Whether or not the candidate has any relationships that might impair his or her independence, such as any business, financial or family relationships with the Company's management; and

(v) The candidate's ability to contribute to the effective management of the Company, taking into account the needs of the Company and such factors as the individual's experience, perspective, skills, and knowledge of the industry in which the Company operates.

(b) The Committee shall report to the Board periodically on the status of these efforts.

(c) The Committee shall review candidates for the Board recommended by the Company's management and other members of the Board who are not members of the Committee.

(d) The Committee shall also review candidates for the Board recommended by stockholders and shall treat such recommendations on an equal basis as any other source of recommendation for potential board members. Such recommendations shall be submitted in writing, by mail, to the Chairman of the Committee, addressed to the Company's main business office.

(e) The invitation to join the Board shall be extended by the Chairman of the Board.

(f) The Committee shall review with the Board, on an annual basis, the current composition of the Board in light of the characteristics of independence, age, skills, experience and availability of service to the Company of its members and of anticipated needs. The Committee shall establish and review with the Board the appropriate skills and characteristics required of Board members.

(g) The Committee shall, upon a significant change in a director's principal occupation, review, as appropriate, the continued Board membership of such director.

(h) The Committee shall establish criteria and processes for, and lead the Board in, performance self-evaluation. Each performance self-evaluation shall be discussed with the Board following the end of each fiscal year. Each performance self-evaluation shall focus on the contribution to the Company by the Board and each individual director, and shall specifically focus on areas in which a better contribution could be made.

(i) The Committee shall monitor compliance with the Company's Code of Business Ethics, including reviewing with the general counsel the adequacy and effectiveness of the Company's procedures to ensure proper compliance. The Committee shall also recommend amendments to the Company's Code of Business Ethics to the Board as the Committee may deem appropriate.

(j) The Committee shall establish policies for new director orientation and establish policies for the continued education of directors already on the Board.

(k) The Committee shall conduct a review of director's affiliations and transactions that could raise conflict of interest issues.

(l) The Committee shall evaluate shareholder proposals and recommend responses to the shareholder proposals to the Board.

(m) The Committee shall periodically review the size and structure of the Board.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.

The Committee shall have the power to retain search firms or advisors to identify director candidates. The Committee may also retain counsel or other advisors, as it deems appropriate. The Committee shall have sole authority to retain and terminate such search firms or advisors and to review and approve such search firm or advisor's fees and other retention terms.