

**Charter  
of the  
Corporate Governance Committee  
of Novatel Wireless, Inc.**

This Charter of the Corporate Governance Committee (“Committee”) was adopted by the Board of Directors (the “Board”) of Novatel Wireless, Inc. (the “Company”) on July 28, 2004 and amended and restated on July 20, 2006.

**I. Purpose**

The purpose of the Committee is to assist the Board with respect to corporate governance matters.

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 bylaws and applicable law. 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. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

**II. Membership**

The Committee shall be composed of two or more directors, as determined by the Board, each of whom has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

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. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

**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 the provisions of the Company’s bylaws that are applicable to the Committee.

The Committee shall meet at such times as the Committee deems necessary or desirable.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate to exclude, including but not limited to, any non-management director that is not a member of the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as provided in the Company's annual operating plan and budget, for payment of compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Chair shall regularly report to the Board regarding the activities of the Committee and as otherwise requested by the Board.

The affirmative vote of a majority of the members of the Committee on any matter submitted to, and voted on by, the Committee, shall be deemed to be the will of the Committee. The Committee shall maintain written minutes of its meetings and shall arrange for them to be filed in the corporate minute book.

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

1. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to corporate governance matters as may be required by applicable law or regulation or otherwise considered to be desirable and appropriate in the discretion of the Committee.

2. The Committee shall review and evaluate compliance with the Company's Code of Ethics and Business Conduct and its Insider Trading Policy to ensure that those policies comply with applicable legal standards.

3. The Committee shall develop a system for Board, Board committee and individual director evaluations and shall ensure that such review and appraisal process is conducted annually to assess the performance of the Board and each of its committees and directors.

4. The Committee shall periodically report to the Board on its findings and actions.

5. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

#### **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws and applicable law.