

NETSCOUT SYSTEMS, INC.

(the “Corporation”)

Nominating and Corporate Governance Committee Charter

A. PURPOSE AND SCOPE

The primary function of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of the Corporation in fulfilling its responsibilities by: (i) identifying individuals qualified to become members of the Board and recommending to the Board the director nominees for election and (ii) monitoring compliance with and periodically reviewing the Corporation’s Code of Business Conduct and Corporate Governance Guidelines.

B. GOALS AND RESPONSIBILITIES

To fulfill its responsibilities and duties, the Committee shall:

Board Composition and Nominations

1. Evaluate the current composition and organization of the Board and its committees in light of requirements established by the Securities and Exchange Commission, the National Association of Securities Dealers, any exchange upon which securities of the Corporation are traded, or any governmental or regulatory body exercising authority over the Corporation (each a “Regulatory Body”) or any other applicable statute, rule or regulation that the Committee deems relevant and make recommendations regarding the foregoing to the Board for approval.
2. Review the composition and size of the Board in order to ensure that the Board is comprised of members possessing the proper expertise, skills, attributes and personal and professional backgrounds for service as a director of the Corporation, as determined by the Committee.
3. Recommend to the Board nominees for election as directors of the Corporation by the stockholders at any annual or special meeting or by appointment by the Board, as the case may be, in accordance with the Corporation’s Corporate Governance Guidelines, as the same may be amended from time to time.
4. Select and recommend the appointment of Board members to committees of the Board.
5. Evaluate the performance of current Board members proposed for reelection and approve those members of the Board standing for reelection that the Committee determines are appropriate. However, if the Corporation is legally obligated by contract or otherwise to provide third parties with the ability to nominate directors (for example, the rights of preferred stockholders, rights under stockholder

agreements or other agreements), the selection and nomination of such directors shall not be subject to the criteria above.

6. Review and recommend to the Board an appropriate course of action upon the resignation of current Board members or any planned expansion of the Board and review the qualifications for service on the Board of any potential additional or replacement members of the Board.

Establishment and Review of Corporate Governance Policies

7. Monitor compliance with and maintain the Code of Business Conduct, which applies to all employees, officers and directors of the Corporation and its subsidiaries.
8. The Code of Business Conduct will (i) comply with any requirements established by any Regulatory Body or any other applicable statute, rule or regulation that the Committee deems relevant, (ii) address conflicts of interest and full and fair disclosure and compliance with laws, (iii) encourage the reporting of any illegal or unethical behavior and expressly prohibit retaliation of any kind for any such reports or complaints, (iv) provide clear and objective standards for compliance with the Code of Business Conduct and a fair process by which to determine violations thereof, and (v) contain an enforcement mechanism.
9. Review and assess the adequacy of the Code of Business Conduct periodically, but at least annually. The Committee shall recommend any modifications to the Code of Business Conduct to the Board for approval.
10. Collaborate with the Corporation's officers and legal counsel to disclose publicly any amendments to the Code of Business Conduct required to be disclosed by any Regulatory Body.
11. Collaborate with the Corporation's officers to develop a means by which allegations of violations of or non-compliance with the Code of Business Conduct by directors or officers can be reported to the Committee in a confidential manner.
12. Review and assess the adequacy of this Charter periodically as conditions dictate, but at least annually and recommend any modifications to this Charter if and when appropriate to the Board for its approval.
13. Review and assess the adequacy of the Corporation's Certificate of Incorporation and By-Laws and the charters of any committee of the Board (the "Governing Documents") periodically and recommend to the Board any necessary modifications to the Governing Documents.

14. To the extent required by any Regulatory Body or otherwise deemed advisable by the Committee, develop, implement, review and monitor an orientation and education program for members of the Board.
15. Review and assess the adequacy of the Corporate Governance Guidelines periodically, but at least annually. The Committee shall recommend any modifications to the Corporate Governance Guidelines to the Board for approval.

Oversight of the Evaluation of the Board and Management

16. Evaluate and determine an appropriate response to credible evidence indicating violations of or non-compliance with the Code of Business Conduct or the Governing Documents after consulting with legal counsel, including reporting any violation of law to any appropriate Regulatory Body.
17. Determine criteria for evaluating any and all requests for waivers of the Code of Business Conduct, evaluate any such requests, make a recommendation to the Board whether to grant any requests for waivers and establish a process for prompt public disclosure upon the grant of any such waivers as may be required by any Regulatory Body.
18. At the request of the Board, conduct a performance evaluation of the Board to determine whether it and its committees are functioning effectively.

Stockholder Proposals

19. Review all stockholder proposals submitted to the Corporation (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal.

General

20. To the extent deemed appropriate by the Committee, engage outside counsel and/or independent consultants at the Corporation's expense to review any matter for which it is responsible and approve the terms of engagement and fees of any outside counsel and/or independent consultants and terminate any such engagement if necessary.
21. Take such other actions regarding the Corporation's corporate governance policies that are in the best interests of the Corporation and its stockholders as the Committee shall deem appropriate or as shall otherwise be required by any Regulatory Body.

C. PERFORMANCE EVALUATION OF THE COMMITTEE

From time to time, the Committee shall consider whether a self-evaluation is necessary to determine whether it is functioning effectively. The assessment, if any, could include an evaluation of the Committee's contribution as a whole and a review of any specific areas in which the Committee believes it can make a better contribution to the governance of the Corporation. The purpose of any review should be to improve the performance of the Committee as a whole and not to target the performance of any individual Committee member. The results of any self-evaluation shall be provided to the Board of Directors.

D. COMMITTEE COMPOSITION AND PROCEDURES

Independence Requirements

1. Each Committee member shall meet any applicable independence requirements promulgated by any Regulatory Body.

Number of Members

2. The Committee shall be comprised of a minimum of two members of the Board, provided, however, that if fewer than two independent directors sit on the Board, the Committee shall be comprised of such lesser number as the Board from time to time may designate.

Committee Member Appointment and Removal

3. Members of the Committee shall be elected by the Board and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Unless the Board elects a Chairman, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.

Committee Structure and Operations

4. The Committee may delegate its authority to subcommittees as it deems appropriate.

Meetings of the Committee; Quorum

5. The Committee shall meet as necessary, but at least annually, to enable it to fulfill its goals and responsibilities as set forth herein. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the action of a majority of those present, after determining a quorum, shall be the act of the Committee.

Committee Reporting to the Board

6. The Committee shall report its findings to the Board and shall keep written minutes of its meetings, which shall be recorded and filed with the books and records of the Corporation.

Last amended: July 26, 2005