

IXIA
Nominating and Corporate Governance Committee
of the Board of Directors

Charter

(As adopted by the Board of Directors
of the Company on March 25, 2004)

There shall be a committee of the Board of Directors (the "Board") of Ixia (the "Company") known as the Nominating and Corporate Governance Committee (the "Committee").

I. Purpose

The Committee shall recommend to the Board individuals qualified to serve as directors of the Company and as members of committees of the Board; advise the Board with respect to Board composition, procedures, committees and related matters; develop and recommend to the Board a set of, and advise the Board with respect to, Corporate Governance Guidelines applicable to the Company; and oversee the review and evaluation of the Board's performance. Such activities shall be conducted in a manner consistent with the Company's Bylaws and Corporate Governance Guidelines.

II. Committee Membership

The Committee shall consist of that number (not less than two) of directors as the Board may determine from time to time. The members of the Committee shall be appointed by the Board. All members of the Committee shall qualify as independent directors under the listing standards of The Nasdaq Stock Market. Board members who are not members of the Committee and members of management may, at the invitation of the Committee, attend Committee meetings as observers.

The Board shall designate one of the members of the Committee as the Chairperson of the Committee. The Chairperson shall have responsibility for overseeing that the Committee fulfills its mandate, duties and responsibilities effectively. Each member of the Committee shall continue to be a member until his/her successor is duly appointed, or until such earlier time as the member resigns, is removed, or ceases to be a director for any reason. The Board may fill a vacancy at any time.

III. Committee Meetings

The Chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee shall meet at least once annually. The Chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. A majority of the number of Committee members shall constitute a quorum for the transaction of business at

any meeting of the Committee. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

The Committee and its members shall have complete access to management. Should any member of the Committee believe that participation of management or outside advisors in any discussion of a particular subject would be advisable, they are encouraged to request such participation.

IV. Committee Goals and Responsibilities

The Committee shall have the following goals and responsibilities:

1. The Committee shall periodically (at least annually) review and shall recommend, as appropriate, changes in, the size, structure and membership of the Board and its committees to assure that the proper skills and experience are represented on the Board and its committees.
2. The Committee shall identify individuals qualified to become Board members for recommendation to the Board.
3. The Committee shall formally recommend to the Board the slate of directors to be elected at each annual meeting of the Company's shareholders. In evaluating a candidate for director, the Committee shall consider factors that are in the best interests of the Company and its shareholders, including the knowledge, experience, integrity and judgment of possible candidates for nomination as directors; the potential contribution of each candidate to the diversity of backgrounds, experience and competencies which the Board desires to have represented; each candidate's ability to devote sufficient time and effort to his or her duties as a director; and any other factor or other criteria established by the Board.
4. The Committee shall recommend to the Board qualified individuals to fill vacancies on the Board as necessary from time to time.
5. The Committee shall review the suitability for continued services as a director of each Board member when his/her term expires or when he/she has had a significant change in status.
6. The Committee shall consider nominees recommended by shareholders for election to the Board, provided the names of such nominees, accompanied by relevant biographical information, are submitted in accordance with the Company's Bylaws, as the same may be amended from time to time.
7. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from legal, accounting or other advisors. In each case, the Committee shall consult with and notify the Board before engaging a

search firm or any other advisor. The Chairperson of the Committee shall notify the Chief Executive Officer and the Board of any firm or advisor the Committee intends to hire and the purpose for which such firm or advisor is intended to be hired.

8. The Committee shall make recommendations with respect to Board committee duties and, after consultation with the Board and consideration of the background of individual Board members, recommend annually to the Board and in the event of a vacancy in any committee the assignment of members to committees and the designation of committee chairpersons. The Committee shall consider periodic rotation of committee members, particularly committee chairs; provided, however, that the Committee is not required to recommend rotation of committee chairpersons or members on a specified timetable.
9. The Committee shall be available to the Chairman of the Board and other directors for consultation concerning candidates as directors and perform such other functions which from time to time may be assigned by the Board.
10. The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the Corporate Governance Guidelines developed and recommended by the Committee shall address the following:
 - a. Director qualification standards that, at a minimum, reflect the independence requirements of Nasdaq;
 - b. Director selection criteria, including director background, skills, expertise, experience and specific areas of competence which would enhance the Board's ability to manage and direct the affairs of the Company;
 - c. Director responsibilities;
 - d. Director access to management and, as necessary and appropriate, independent advisors; and
 - e. Director continuing education.
11. The Committee shall periodically (at least annually) review and reassess the Corporate Governance Guidelines adopted by the Board and recommend any proposed changes to the Board for its consideration and approval.
12. The Committee shall, with advice from the Company's outside legal counsel (and/or general counsel, if applicable), periodically review and recommend changes to the Company's Articles of Incorporation and Bylaws as they relate to corporate governance matters.

13. The Committee shall solicit comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
14. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its consideration and approval.
15. The Committee shall make regular reports to the Board, as the Committee deems appropriate, but not less than once annually.
16. The Committee shall annually review its own performance.

The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purpose of the Committee.

V. Resources

The Committee shall have the authority to retain (or terminate) outside legal, accounting and other advisors to assist the Committee in discharging its functions hereunder. The Committee shall be provided with the necessary funding to compensate any such advisors retained by the Committee.

VI. Delegation of Authority

The Committee may delegate, as it deems appropriate, its responsibilities and duties to subcommittees or individual members of the Committee. Each such delegation shall be reflected in the Committee's minutes.

VII. Committee Evaluation

The Board shall conduct an annual evaluation of the Committee.

VIII. Limitation on the Role of the Committee

Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that in any way exceeds the standard to which all members of the Board of Directors are subject under applicable law.

Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Company from whom he or she receives information and on the accuracy of the information provided to the Company by such persons or organizations.

* * *