

OPNET TECHNOLOGIES, INC.
NOMINATING COMMITTEE CHARTER
Adopted by the Board of Directors on September 13, 2004

A. Purpose

The purpose of the Nominating Committee is to recommend to the Board of Directors the persons to be nominated for election as directors at any meeting of stockholders.

B. Structure and Membership

1. Number. The Nominating Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by the applicable rules of NASDAQ, each member of the Nominating Committee shall be an “independent director” as defined by such rules.
3. Chair. The Board of Directors shall elect the Chair of the Nominating Committee.
4. Compensation. The compensation of Nominating Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Nominating Committee shall be appointed by the Board. The Board may remove members of the Nominating Committee from such Committee, with or without cause.

C. Authority and Responsibilities

General

The Nominating Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment.

Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Nominating Committee shall be responsible for recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In

making such recommendations, the Committee shall consider candidates proposed by stockholders. Stockholders may recommend individuals to the Committee for consideration as potential director candidates by submitting their names, together with appropriate biographical information and background materials and a statement as to whether the stockholder or group of stockholders making the recommendation has beneficially owned more than 5% of the Company's common stock for at least a year as of the date such recommendation is made, to the Committee, c/o the Company's Secretary, at the Company's principal executive office. Assuming that appropriate biographical and background material has been provided on a timely basis, the Committee shall review and evaluate information available to it regarding any candidate proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering a candidate proposed by stockholders, as it does in considering other candidates.

2. Criteria for Selecting Directors. In selecting director nominees for recommendation to the Board, the Nominating Committee shall consider: i) the nominee's reputation for integrity, honesty, and adherence to high ethical standards, ii) the nominee's demonstrated business acumen, financial literacy, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company, and iii) whether the nominee is willing and able to contribute positively to the decision-making process of the Company. The Board or the Committee may, from time to time, adopt additional criteria for director nominees.
3. Application of Criteria to Existing Directors. The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating Committee shall consider the existing directors' performance on the Board and any committee, which shall include consideration of the extent to which the directors undertook continuing director education.
4. Use of Charter and Guidelines. The Board and the Nominating Committee shall use the criteria as set forth in this Charter to guide the director and nominee selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
5. Additional Powers. The Nominating Committee shall have such other duties as may be delegated from time to time by the Board of Directors.

D. Procedures and Administration

1. Meetings. The Nominating Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Nominating Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
3. Charter. The Nominating Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and may recommend proposed changes to the Board for approval.

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