

SOLITRON DEVICES, INC.
NOMINATING COMMITTEE CHARTER

Purpose

The purposes of the Nominating Committee (the "Nominating Committee") of Solitron Devices, Inc. (the "Company") are:

1. To solicit, consider, recommend and nominate candidates to serve on the Board of Directors (the "Board") of the Company under criteria adopted by it from time to time; and
2. To advise the Board with respect to Board size and composition of the Board and its committees.

Nominating Committee Composition

The Nominating Committee shall consist of at least two members, each of whom shall meet the independence requirements of the rules of the Nasdaq Stock Market, Inc. as may be modified or supplemented from time to time.

The members of the Nominating Committee shall be appointed by the Board. One member of the Committee shall be designated as Chairman and minutes of all meetings will be recorded, made available to all members of the Board and made a part of the Company's corporate records. The Board may remove or replace the Chairman and any other member of the Nominating Committee at any time by the affirmative vote of a majority of the members of the Board.

Meetings

The Nominating Committee shall meet as often as is warranted, but not less frequently than annually. Meetings may be called by the Chairman of the Nominating Committee or by a majority of the members of the Nominating Committee.

Responsibilities

The Nominating Committee shall make regular reports to the Board. The Nominating Committee shall have the power and authority of the Board to perform the following duties and fulfill the following responsibilities:

1. Develop and periodically review the criteria used to evaluate the suitability of potential candidates for membership on the Board (the "Board Candidate Selection Criteria"). The current Board Candidate Selection Criteria is attached hereto as Annex A.
2. Identify and evaluate potential director candidates (including any incumbent directors whose term may be expiring) and submit to the Board the candidates for director to be recommended by the Board for election at each annual meeting of stockholders and to be added by the Board at any other times due to Board expansions, director resignations or retirements or otherwise and candidates for membership on each Board committee.

3. In connection with the annual nomination process, consider and review the direct and indirect relationships of all members of, and all potential candidates for, the Board with the Company and/or its management and assist the Board with its determination of independence of its members.
4. Receive and evaluate any stockholder nominations for directors received in accordance with Article II, Section 12 of the Company's Bylaws in the same manner the Nominating Committee would evaluate a nomination received from any other party.
5. Identify directors to serve as members and chairs of each Board committee after taking into account the desires, experiences and expertise of individual directors. The Nominating Committee will review and recommend Board committee slates annually and shall recommend additional Board committee members as needed. In recommending a candidate for Audit Committee membership, the Committee shall provide to the Board its assessment of whether such candidate would be considered an "audit committee financial expert" as defined by the rules of the Securities and Exchange Commission.
6. Make recommendations to the Board regarding the size and composition of the Board and its committees.
7. Review with the Board from time to time the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board.
8. Monitor the performance of directors. Review the continued appropriateness of Board membership of directors who retire or change from the positions they hold when they came on the Board. If any serious problems are identified, work with such director to resolve such problems, or, if necessary, seek the director's resignation or recommend to the Board the director's removal.
9. Recommend to the Board whether to accept or reject a director resignation, or take other action, where a director fails to receive a majority vote as specified under the Company's Bylaws.
10. May engage outside search or other consultants to assist in identifying potential director candidates, determine and approve the search firm's fees and retention terms, and cause the Company to pay the fees and expenses of such search firm.
11. Engage external legal or other experts or advisors as it deems necessary and appropriate, approve their fees and retention terms, and cause the Company to pay the fees and expenses of such experts or advisors.
12. Address or take action with respect to any other matter specifically delegated to the Nominating Committee from time to time by the Board.
13. Perform an annual evaluation of the Nominating Committee's performance and make applicable recommendations.

14. Perform an annual review of the Nominating Committee Charter and recommend any proposed changes to the Board for approval.

Solitron Devices, Inc. Board Candidate Selection Criteria

It is the desire of Solitron Devices, Inc. (the “Company”) to select individuals for nomination to the Board of Directors who, if elected, will best serve the interests of the corporation and its stockholders. At a minimum, the Nominating Committee must be satisfied that each candidate meets the minimum criteria set forth below. The following criteria for Board candidate selection are not intended to be exclusive or exhaustive.

- Integrity and commitment to ethical behavior and lack of conflict of interest;
- Personal maturity and leadership skills, especially in related business fields;
- Independence of thought and willingness to deal with difficult issues;
- Diversity of background and experience;
- Expertise in a specific area which will assist the Board in the management of the Company;
- Broad business and/or professional experience with the understanding of business and financial affairs and the complexity of the Company’s business;
- Commitment to the Company’s business. Board members must be interested in the business and its continued well-being;
- Board members must be able to offer unbiased advice on a variety of topics including strategic partnership, financing, acquisitions and key hiring decisions; and
- Board members must be strategic thinkers with a broad view of the business environment.

In addition to the minimum qualifications for each candidate described above, the Nominating Committee shall recommend that the Board select individuals to help ensure that:

- Board members have executive management experience;
- Board members have an understanding of the electronics/components industry;
- A majority of the Board consist of independent directors;
- Each of the Company’s Audit, Compensation, and Nominating Committees shall be comprised entirely of independent directors; and
- At least one member of the Audit Committee shall have such experience, education and other qualifications necessary to qualify as an “audit committee financial expert” under SEC rules.