

EF Johnson Technologies, Inc.

Corporate Governance and Nominating Committee Principles

1. Director Qualifications

The Board of Directors (the "Board") of EF Johnson Technologies, Inc. (the "Company") will have a majority of Directors who meet the criteria for independence required by the Nasdaq Stock Market (the "Nasdaq Independence Criteria"). The Board of Directors, on an annual basis, shall make an affirmative determination of which directors meet the Nasdaq Independence Criteria. The Governance and Nominating Committee (the "Governance Committee") is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment will include members' qualification as independent, as well as consideration of acumen, character, diversity, age, skills and experience in the context of the needs of the Board. In selecting the nominee, the Governance Committee will endeavor to collectively establish a number of areas of core competency of the Board, including business judgment, management, economics, accounting and finance, legal, marketing, industry and technology knowledge, international business and strategic vision. Nominees for directorship will be selected by the Governance Committee in accordance with the policies and principles in its charter. The invitation to join the Board should be extended by the Board itself, by the Chairman of the Governance Committee, and the Chairman of the Board.

The Board currently believes that a size of five to nine is appropriate, but that a slightly larger membership may be desirable in some circumstances to accommodate the availability of an outstanding candidate or candidates.

The Board believes that individual Directors who materially change the responsibility they held when they were elected to the Board should volunteer to resign from the Board, and thereby create an opportunity for the Board, through the Governance Committee, to review the continued appropriateness of Board membership.

No Director may serve on more than three other public company boards, unless waived by majority vote of disinterested members of the Governance Committee. All Directors will be required to comply with the Company's standard safety and security policies, including background checks, drug screening, and motor vehicle record checks. Any Director who is age 72 or older at the time the Director's term expires will be expected to tender his or her resignation from the Board.

The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, providing an increased contribution to the Board as a whole. The Board believes that the three-year terms established by the Company's Board procedures will operate as an alternative to term limits, by giving the

Governance Committee the opportunity to review each Director's continuation of the Board every three years. This procedure also will allow each Director an opportunity to conveniently confirm his or her desire to continue as a member of the Board.

If a stockholder recommends a nominee for a Director position, members of the Board and management who have knowledge of the recommendation shall forward the recommendation to the Governance Committee, which shall take such recommendation under consideration. The Governance Committee will consider candidates for director who are properly nominated by stockholders. Any stockholder wishing to propose a nominee should submit a recommendation in writing to our Corporate Secretary at the principal executive office, indicating the nominee's qualifications (based on the same criteria set forth in paragraph 1 above) and other relevant biographical information, confirmation of the nominee's consent to serve as a director, and all other information required by our bylaws for the nomination of director candidates. In selecting the nominee, the Governance Committee will review the same criteria set forth above that it uses for nominees who are not recommended by stockholders.

2. Director Responsibilities

The basic responsibility of the Directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, Directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The Directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's charter, bylaws, and any indemnification agreements, and to exculpation as provided by state laws and the Company's charter.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the Directors before the meeting, and Directors should review these materials in advance of the meeting.

The Chairman, together with the Chief Executive Officer, will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

The non-management Directors will meet in executive session at every regularly scheduled Board of Directors meeting. If the Chairman is an officer of the Company, the then Chairman of the Governance Committee will preside at these meetings. The name of the Director so presiding will be disclosed in the Company's annual proxy statement. If the non-management Directors are not comprised entirely of independent directors, the independent directors shall

meet in executive session at least twice each year. If the Chairman is an officer or otherwise not independent, the then Chairman of the Governance Committee will preside at these meetings.

3. Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee, and a Governance Committee. Committee members will be appointed annually by the Board upon recommendation of the Governance Committee, with consideration of the desires of individual Directors, at the first Board meeting following the Annual Meeting of Stockholders.

Each committee will have a charter. The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

Each committee shall submit planned expenditures in the Company's budgeting process. In circumstances in which expenditures must be incurred that are in excess of the planned budget, the Committee may expend amounts that they deem necessary and appropriate.

The Board or the Chairman of the Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

4. Director Access to Officers, Employees and Other Corporate Constituencies

Directors have full and free access to officers and employees of the Company and to various other constituencies (i.e., customers, suppliers, affiliates, etc.) that are involved with the Company. The Directors will use their judgment to ensure that any such contact is tasteful, respectful and not disruptive to the business operations of the Company, and will, to the extent not inappropriate, notify the Chief Executive Officer of any material communications between a director and an officer, employee, or other constituency of the Company.

5. Director Orientation and Continuing Education

It is essential that all Directors participate in the Company's director education programs which shall be established by, or facilitated through, the Governance Committee. Newly appointed or elected Board members will be required to attend an orientation program, which also shall be established by, or facilitated through, the Governance Committee. The Company will reimburse Directors for reasonable expenses associated with attending director education and orientation programs.

6. Annual Performance Evaluation

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Governance Committee will receive comments from all Directors and report annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

7. Stockholder Communications

Stockholders may communicate with the Company's Board of Directors through the Company's Secretary by sending an e-mail to erodriguez@efji.com or by writing to the following address: Board of Directors, c/o Secretary, EF Johnson Technologies, Inc., 1440 Corporate Drive, Irving, Texas 75038. The Company's Secretary shall forward all correspondence to the Board of Directors, except for spam, junk mail, mass mailings, product complaints or inquiries, job inquiries, surveys, business solicitations or advertisements, or patently offensive or otherwise inappropriate material. The Secretary may forward certain correspondence, such as product-related inquiries, elsewhere within the Company for review and possible response. Stockholders and other parties interested in communicating directly with the independent Directors as a group may do so by addressing their correspondence to the independent Directors at the foregoing address. Directors may at any time review a log of all correspondence received by the Company, which shall be retained by the Corporate Secretary, that is addressed to members of the Board and request copies of any such correspondence. Concerns relating to accounting, internal controls or auditing matters shall be immediately brought to the attention of the Company's Audit Committee.