



Nominating and Governance Committee Charter Effective as of August 3, 2004

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the "Committee") is to ensure that the Board of Directors (the "Board") of Ikanos Communications, Inc. (the "Company") is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate corporate governance standards. To carry out this purpose, the Committee shall:

- Assist the Board by identifying and recommending prospective director nominees for the next annual meeting of stockholders;
- Develop and recommend to the Board the governance principles applicable to the Company;
- Oversee the evaluation of the Board; and
- Recommend nominees to the Board for each committee.

COMMITTEE MEMBERSHIP AND ORGANIZATION

- The Committee shall be comprised of no fewer than two (2) members.
- The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market, except as otherwise permitted by the rules of the Nasdaq Stock Market.
- The members of the Committee shall be appointed and replaced by the Board

COMMITTEE RESPONSIBILITIES AND AUTHORITY

Corporate Governance Generally

- Develop principles of corporate governance and recommend them to the Board for its consideration and approval;
- Review annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with;
- Oversee the evaluation of the Company's management;
- Periodically review this Charter and the Committee's processes and procedures;
- Review periodically the succession planning for the Company's Chief Executive Officer and other executive officers, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to these executive management positions; and
- Oversee compliance by the Board and its committees with applicable laws and regulations, including the Nasdaq Marketplace Rules and regulations promulgated by the Securities and Exchange Commission.

Composition of the Board, Evaluation and Nominating Activities

- Review the composition and size of the Board and determine the criteria for membership on the Board, which may include, among other criteria, issues of character, judgment, independence, diversity, age,



expertise, corporate experience, length of service and other commitments and the like;

- Conduct an annual evaluation of the Board as a whole and the Committee as a whole;
- Identify, consider and select, or recommend for the selection of the Board, candidates to fill new positions or vacancies on the Board, and review any candidates recommended by stockholders, provided such recommendations are submitted in writing to the Secretary of the Company and include, among other things, the recommended candidate's name, biographical data and qualifications, and such recommendations are otherwise made in compliance with the Company's bylaws and its stockholder nominations and recommendations policy;
- Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders;
- Evaluate director compensation, consulting with outside consultants and/or with the Human Resources department when appropriate, and make recommendations to the Board regarding director compensation; and

Committees of the Board

- Periodically review the composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the change in mandate or dissolution of committees; and
- Recommend to the Board persons to be members of the various committees.

Conflicts of Interest

- Review and monitor the Company's Code of Business Conduct and Ethics and the Company's Code of Ethics for Principal Executive and Senior Financial Officers;
- Consider questions of possible conflicts of interest of members of the Board and of corporate officers; and
- Review actual and potential conflicts of interest of members of the Board and corporate officers, and clear any involvement of such persons in matters that may involve a conflict of interest. In performing its responsibilities, the Committee shall have the authority to hire and obtain advice, reports or opinions from internal or external counsel and expert advisors.

MEETINGS

The Committee will meet at least once each year and may establish its own schedule, which it will provide to the Board in advance.

MINUTES

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS

Consistent with the Committee's charter, the Committee shall report to the Board regarding its recommendations for director nominees for the next annual meeting of stockholders and regarding its examinations and recommendations with respect to corporate governance.

COMPENSATION



Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers and per meeting fees. Fees may be paid in such form of consideration as is determined by the Board. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.