



## **Charter of the Compensation Committee**

### **Charter of the Compensation Committee of the Board of Directors Aviat Networks, Inc.**

#### **I. Authority and Purpose**

The Compensation Committee (the "Committee") of Aviat Networks, Inc. (the "Company") is appointed annually by the Company's Board of Directors (the "Board") to review and approve the Company's compensation philosophy with special emphasis on assisting the Board with executive compensation and producing an annual report on executive compensation for inclusion in the proxy statement or Annual Report on Form 10-K, as applicable.

The guiding principles of the Committee are to (a) provide a compensation program aligned with the Company's strategic objectives, especially the creation of shareholder value; (b) enable the Company to be competitive with companies of similar size and business risk and therefore attract, retain, and motivate a team of high quality employees; and (c) provide a balanced incentive plan that encourages executive management to attain both long and short term corporate objectives.

#### **II. Committee Membership**

The Committee shall consist of three or more members appointed by the Board annually based on the recommendation of the Governance and Nominating Committee. Each member shall meet the independence requirements promulgated by the Securities and Exchange Commission ("SEC") and the Nasdaq Stock Market Inc. ("NASDAQ"). The Committee shall designate one director as the Chairperson. The Governance and Nominating Committee may also recommend to the Board the removal of any of the Compensation Committee members ("Members") and Members may be removed at any time by a majority vote of the Board.

#### **III. Subcommittee**

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided such delegation does not violate the rules of the SEC and NASDAQ. With respect to equity-based awards, the Committee may delegate authority only to the Chief Executive Officer ("CEO"), a named executive officer or a director of the Company pursuant to a resolution by the Committee, and in such cases, no ratification of such grants by the Committee or the Board shall be required.

#### **IV. Duties and Responsibilities**

Subject to the Company's Certificate of Incorporation, the duties and responsibilities of the Committee shall include, without limitation, the following:

1. Review and approve all executive officer compensation and benefit plans, including annual review and approval of the CEO compensation, including salary, annual incentives, long-term incentives, equity-based awards and other executive benefits, if any.
2. Review and approve, when needed, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements and plans.
3. Oversee the administration of all executive compensation and benefit plans and approve the performance targets and the awards that are granted under the plans.
4. Review and approve employment agreements for executives, taking into account the practices of similar organizations.
5. Ensure that a plan to evaluate executives' performance is in place and specifically review and approve annually the corporate goals and objectives of the CEO and approve the CEO's variable compensation awards based on this evaluation.
6. Review, approve and, when needed, recommend to the Board for approval the Company's incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans. The Committee shall have and

shall exercise the full authority of the Board with respect to the administration of such plans, without any need for subsequent Board approval or ratification. In reviewing, approving and making recommendations regarding incentive compensation plans and equity-based plans, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation.

7. Review and approve, when needed, broad-based employee benefit programs, including major pension plans, employee savings plans and employee health and welfare plans. For the sake of clarity, the Committee shall act on behalf of the Company only in exercising this oversight and shall have no authority whatsoever to administer or act on behalf of any employee benefit plan or program, nor to appoint any fiduciary of such a plan.
8. Review and monitor executive succession plans and management development processes as developed by the CEO.
9. Review and approve who in management is permitted to participate in various compensation plans, such as stock options.
10. Review the impact on compensation plans in the event that the Company is sold, a portion is spun off, or the Company merges with another organization.
11. Annually review and discuss with the Audit Committee if necessary, (a) the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking and (b) the relationship between risk management policies and practices and management's assessment of risk as they relate to the Company's compensation arrangements, including any compensation policies and practices of the Company that could mitigate any such risk.
12. Review and discuss with management the Compensation Discussion and Analysis to be included in the Company's proxy statement or Annual Report on Form 10-K, as applicable.
13. Produce an annual report on the Committee's work for the proxy statement or Annual Report on Form 10-K, as applicable, in accordance with the requirements of the Securities and Exchange Commission.
14. Recommend to the Board how frequently the Company should permit stockholders to have an advisory vote on executive compensation ("say-on-pay"), and review the results of any say-on-pay advisory vote to consider whether to make any adjustments to the Company's executive compensation policies and practices.
15. Review and recommend to the full Board the compensation of directors.
16. Consider and, if appropriate, establish stock ownership guidelines for the Board and executive officers.
17. Communicate with the full Board, top management, other employees, government agencies and shareholders, as deemed necessary and report to the Board all significant issues discussed and make recommendations to be acted upon by the Board, as appropriate.
18. Participate with the Board and senior executive management in developing responses to stockholders' concerns related to executive compensation, bonus plans and other benefits.
19. Appoint, determine the compensation of, review the independence of and oversee the work of any compensation consultant, legal counsel and other adviser as the Committee may decide to retain.
20. Perform such other duties or take on responsibilities as may be necessary and appropriate or as assigned by the Board.
21. Review and reassess the adequacy of this Charter on an annual basis.

## **V. Meetings**

The Committee shall undertake those specific duties and responsibilities listed above and such other duties as the Board shall from time to time prescribe. The Committee shall meet, either in person or telephonically, as the Committee deems appropriate. A majority of the Committee members must be present, in person or telephonically, to constitute a quorum. All meetings must have a quorum (a majority of the directors in attendance). The CEO may not be present during voting or deliberations on his or her compensation. All powers of the Committee derive from the Company's bylaws, certificate of incorporation and applicable law. The Committee may invite to its meetings any members of management and such persons as it deems appropriate in order to carry out its responsibilities.

## **VI. Committee Resources**

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the compensation committee, other than in-house legal counsel, only after taking into consideration the factors set forth in Rule 5605(d)(3)(D) of the Nasdaq Listing Rules. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee. Management may recommend various professional consultants to assist the Committee in its selection.

## **VII. Conduct of Business**

The Committee shall conduct its business in accordance with this Charter and any direction by the Board. The Committee

shall report, at least annually, to the Board.

### **VIII. Minutes**

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

Approved by the Compensation Committee on August 22, 2022 and the Board of Directors on August 23, 2022.