



## **Charter of the Governance and Nominating Committee**

### **Charter of the Governance and Nominating Committee of the Board of Directors Aviat Networks, Inc.**

#### **Authority and Purpose**

The Governance and Nominating Committee (the "Committee") of Aviat Networks, Inc. (the "Corporation") is appointed by the Corporation's Board of Directors (the "Board") to (1) recommend to the Board nominees for election to the Board by the holders of the Corporation's Common Stock (2) recommend to the Board persons to fill vacancies of Directors that may occur between annual meetings of shareholders, (3) monitor the composition of the Board, (4) oversee the selection and composition of committees of the Board, as applicable, (5) oversee management continuity planning processes and (6) develop and recommend to the Board the governance principles applicable to the Corporation. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe.

The purpose of the Committee shall be to assess the performance of the Board and to make recommendations to the Board from time to time regarding nominees for the Board, nominees for committees of the Board, management continuity planning, and corporate governance principles. All powers of the Committee are subject to the restrictions designated in the Corporation's Certificate of Incorporation and Bylaws and by applicable law.

#### **Committee Membership**

The Committee members (the "Members") shall be appointed by the Board and will serve at the discretion of the Board. The Committee will consist of at least three (3) members of the Board, but shall not include any of the following: (i) employees of the Corporation, or (ii) an affiliate of the Corporation or any of its affiliates. Further, each Member shall meet the independence requirements promulgated by the Securities and Exchange Commission specifically relating to the Members and the Nasdaq Stock Market Inc. ("Nasdaq") relating to Nasdaq-listed issuers and any governmental or regulatory body exercising authority over the Corporation (the "Regulatory Body"). Each Member shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a Member. Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board. Members may be removed at any time by vote of the Board.

#### **Subcommittee**

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate; provided the subcommittees, if any, are composed entirely of independent directors as defined by the Regulatory Body.

#### **Duties and Responsibilities**

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

1. To monitor the size and composition of the Board.
2. To consider and make recommendations to the Board with respect to the nominations or elections of Directors of the Corporation. In considering potential new Directors, the Committee will review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the recommendation of candidates are broad experience in business, finance or administration; familiarity with national and international business matters; familiarity with the Corporation's industry; and prominence and reputation. Since prominence and reputation in a particular profession or

field of endeavor are what bring most persons to the Board's attention, there is the further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees. A review is also to be made of the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee will bear in mind that the foremost responsibility of a director of a Corporation is to represent the interests of the stockholders as a whole.

3. To develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.
4. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and when appropriate, make recommendations regarding the removal of any member of any committee.
5. Periodically review the charter and composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.
6. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
7. To develop and recommend to the Board for its approval a set of corporate governance guidelines. The Committee shall review the guidelines on an annual basis or more frequently if appropriate.
8. To oversee and evaluate the Corporation's performance in regard to corporate governance principles recommended by the Committee and approved by the Board.
9. Establish, implement and monitor the processes for effective communication between the Corporation's stockholders and members of the Board.
10. Establish, implement and monitor the processes for consideration of stockholder proposals properly submitted in accordance with the provisions of the Bylaws.
11. Review all stockholder proposals properly submitted to the Corporation in accordance with the provisions of the Bylaws (including any proposal relating to the nomination of a member of the Board) and recommend to the Board appropriate action on each such proposal with input from an independent advisor and/or legal counsel, as appropriate.
12. Review and evaluate at least annually (a) any enterprise risks delegated to the Committee by the Board and (b) enterprise risks that are within the purview of the Committee's expertise, including the effectiveness of any practices of the Corporation that could mitigate such risks.

The Committee shall periodically review and reassess the adequacy of this Charter and propose any changes to the Board for approval.

### **Committee Resource**

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain a search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such search firm, including sole authority to approve the firm's fees and other retention terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain other advisors, including outside legal counsel. The Corporation will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

### **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. Prior to the annual meeting of stockholders, the Committee will recommend to the Board persons to be the Director nominees of the Board for the election of whom the Board will solicit proxies. As part of the process, the Committee will consider candidates recommended by stockholders of the Corporation.

### **Meetings**

The Committee will meet at least two (2) times during the Corporation's fiscal year and more often as needed to act upon any matter within the scope of this Charter. The Committee 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.

Approved by the Governance and Nominating Committee on February 9, 2017.

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