



Corporate Governance Guidelines Reviewed: August/2022

I. Purpose and Nature

These guidelines have been adopted by the Board of Directors (the "Board") of Aviat Networks, Inc. (the "Company") as a statement of the principles of governance by which the Board will manage its affairs and serve as a reflection of the Board's commitment to sound corporate governance. The guidelines also assure that the Board will have the necessary practices and procedures in place to review and evaluate the Company's business operations as needed and to make decisions that are independent of the Company's management. These guidelines may be modified by the Board from time to time as the Board deems necessary or advisable and are subject to the Company's organizational documents.

II. Role and responsibilities of the Board of Directors

The Company's business is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer ("CEO") and the oversight of the Board. The Board's role is to oversee the management and governance of the Company and to ensure that the long-term interests of stockholders are being served.

The Board's responsibilities include:

- Selecting, evaluating and compensating the CEO, and overseeing management succession planning.
- Providing counsel and oversight in the selection, evaluation, development and compensation of senior management.
- Reviewing, monitoring and, where appropriate, approving fundamental financial and business strategies and major corporate actions.
- Ensuring adequate processes are in place for maintaining the integrity of:
 - the Company's financial statements and financial reporting;
 - the Company's compliance program;
 - the management of enterprise and cybersecurity risks; and
 - relationships with customers, suppliers and other stakeholders.

Serving on a board requires significant time and attention on the part of directors. Directors must participate in board meetings, review relevant materials, serve on board committees and prepare for meetings and discussions with management. Consequently, directors must be willing and able to make the necessary time commitment.

Consistent with the Company's Code of Conduct, directors are expected to notify the Chairman of the Board, the Chairman of the Governance and Nominating Committee, the President and CEO, and the Secretary before accepting a seat on the board of another public company. A director should not accept service on such other board until being advised by the Chairman of the Governance and Nominating Committee (or Chairman of the Board, as appropriate) that such engagement will not unacceptably create conflicts of interest or regulatory issues, conflict with the Company's policies, or otherwise interfere with the director's duties and responsibilities as a member of the Board.

Directors are expected to maintain an attitude of constructive involvement and oversight; they are expected to ask incisive, probing questions and require accurate, honest answers; they are expected to act with integrity; and they are expected to demonstrate a commitment to the Company, its values and its business plan and to long-term stockholder value.

In performing their oversight responsibilities, directors rely on the competence and integrity of management in carrying out their responsibilities. It is the responsibility of management to operate the Company in an effective and ethical manner in order to produce value for stockholder.

III. Board Membership

A. Number of Directors; Independence

The number of members of our Board shall be reviewed periodically by the Company's Governance and Nominating Committee and will be subject to adjustment in accordance with our Certificate of Incorporation and Bylaws.

A majority of our directors shall meet the definition of "Independent Directors" within the meaning of the applicable rules of The NASDAQ Stock Market, LLC ("NASDAQ") or other exchange on which the Company's securities are listed and of the rules of the Securities and Exchange Commission (the "SEC"). The Governance and Nominating Committee shall annually review and make an affirmative determination as to the independence of each director. The Governance and Nominating Committee shall also review and determine a director's independence upon a change in the director's professional responsibilities, entry into a related party transaction involving the director or any other changed circumstance warranting review.

B. Selection of New Director Candidates

The Board has authority to fill vacancies in the Board, to appoint additional directors and to nominate candidates for election by the stockholders. The Governance and Nominating Committee identifies, screens and recruits candidates, with direct input from the Chair of the Governance and Nominating Committee, the CEO, other directors and, from time to time, with the assistance of director search firms. Stockholders may recommend candidates for Board membership for consideration by the Governance and Nominating Committee. Such recommendations should be sent to the Governance and Nominating Committee, care of the Corporate Secretary of the Company, in accordance with the requirements set forth in the Company's bylaws, as amended. Candidates recommended by stockholders are evaluated in a substantially similar manner as director candidates identified by any other means.

C. Director Candidate Criteria

The Governance and Nominating Committee reviews the composition of the full Board to identify the qualifications and areas of expertise needed to further enhance the composition of the Board, makes recommendations to the Board concerning the appropriate size and needs of the Board and, on its own or with the assistance of management or others, identifies candidates with those qualifications. The assessment of director candidates places primary emphasis on the following criteria:

- ability to apply good business judgment and be able to exercise his or her duties of loyalty and care.
- ability and willingness to make the necessary time commitment to properly exercise the duties and obligations of the position.
- exhibit proven leadership capabilities, personal and professional ethics, integrity, values and judgment
- exercise high level responsibilities within their chosen careers and have an ability to quickly grasp complex principles of business, finance, international transactions, and communication technologies.
- the extent to which the combination of the nominee's expertise, skills, knowledge, and experience complements that of the other directors in creating an effective Board that is responsive to the needs of the Company

- diversity of viewpoints, backgrounds, and experience, including a consideration of gender, race, and age

In general, candidates will be preferred who hold or have held an established executive level position in business, finance, law, education, research, government or civic activity.

D. Extending an Invitation

The invitation to join the Board is to be extended by the Board, acting through the Board Chair or the Chair of the Governance and Nominating Committee.

E. Policy on Majority Voting for Directors

Any non-employee incumbent director nominee who does not receive the affirmative vote of the majority of shares voted in connection with his or her uncontested election shall promptly tender his or her resignation from the Board.

No such resignation shall take effect unless and until accepted by the Board. The Governance and Nominating Committee (excluding the nominee or incumbent director in question) will review the matter and make a recommendation to the Board whether or not to accept the resignation. The Board shall announce its determination and the reasons therefor.

Following the Board's determination, the Company shall, within four business days, disclose publicly in a document furnished or filed with the SEC the Board's decision as to whether or not to accept the resignation offer. The disclosure shall also include a description of the process by which the decision was reached, including, if applicable, the reason or reasons for rejecting the offered resignation.

All nominees for election or reelection as a director in an uncontested election shall be deemed to have agreed to abide by this policy and, if applicable, shall offer to resign and shall resign if requested to do so in accordance with this policy (and shall if requested submit an irrevocable resignation letter, subject to this policy, as a condition to being nominated for election).

F. Director Orientation and Continuing Education

Materials and briefings are provided to new directors, on an individualized basis, to permit them to become familiar with the Company's business, industry and corporate governance practices.

The Company also encourages its directors to participate, either through attending or presenting at continuing director education programs intended to enhance their participation in the Board and stay up to date with current corporate governance issues and principles.

The Company will reimburse Board members for expenses associated with continuing education programs which are pre-approved by the Board chairperson and CEO. It is expected that directors will equally apportion their expenses among all of the companies on whose boards they serve.

G. Changes in Principal Position or Responsibility

Any director who is employed by the Company will submit to the Board Chair and Governance and Nominating Committee Chair a written resignation as a director of the Board upon the termination of employment (for any reason) with the Company.

A non-employee director who experiences a material change in his or her principal employment or professional position at any time after being elected to the Board shall so notify the Board. The Board will determine whether or not the continued service of such individual as a director of the Board will be in the best interests of the Company and its shareowners.

H. Other Directorships

Each member of the Board is expected to ensure that other existing and future commitments, including employment responsibilities and service on the boards of other entities, do not materially interfere with the member's service as a director. Individual directors should use their judgment, in light of all other commitments, in accepting directorships of other corporations or charitable organizations to allow sufficient time and attention to matters relating to the Company. Non-employee directors must advise the Chair of the Board and the Chair of the Governance and Nominating Committee if they are being considered for election or appointment to a board of directors of another publicly held company. The Governance and Nominating Committee will determine whether the new board membership is compatible with continued service on the Company's Board..

I. Director Compensation and Stock Ownership

The Compensation Committee periodically reviews the Board's compensation and benefits and compares them with director compensation and benefits at peer companies. It is the Board's policy that directors be paid in a mix of cash and stock.

Directors are required to:

1. achieve ownership of three times (3x) such director's annual cash retainer (exclusive of chairperson or committee fees); For purposes of these guidelines, all vested restricted stock units or Company shares purchased by a director in the open market shall be counted toward a director's ownership requirement, and
2. achieve compliance with the foregoing ownership requirement by the later of (a) five years from the date of adoption of these guidelines, or (b) five years from the start of such director's directorship with the Company.

Other than to satisfy tax withholding, directors are required to retain ownership of the shares acquired until the stock ownership requirement is met and directors must maintain compliance thereafter (determined using the average 30-day closing price of the Company's shares as of the last trading day of the year) until retirement from the Board.

IV. Functioning of the Board

A. Board Chairman and CEO

Consistent with the Company's Bylaws, the Chairman of the Board is elected by the Board and presides at meetings of the Board. The Company's CEO is also designated by our Board. The CEO, under the direction and oversight of our Board, generally manages the business and affairs of the Company. The CEO ensures the directives and policies adopted by the Board are carried out and fulfills the responsibilities of the office set forth in our Bylaws. The CEO also may serve as Chairman of the Board, if deemed appropriate by the Board. In such a case, the Board shall also elect a Lead Director from among the Company's independent directors. At any time when the positions of Chair and CEO are held by the same person (other than on an interim basis), the Lead Director shall call meetings of the independent directors when necessary and appropriate; lead meetings of the independent directors; meet regularly with the Chair to discuss matters arising at those meetings; serve as liaison between the Chair and the independent directors; and perform such other functions as the Board may direct, including:

- approving the agenda, schedule and information sent to the directors for Board meetings, including adding agenda items when appropriate;
- guiding the Board's governance processes, including the annual board self-evaluation, succession planning and other governance-related matters;
- presiding at all meetings of the Board at which the Chair is not present;
- calling additional meetings of the independent directors as needed;

- be available for consultation and direct communication with the Company's major stockholders if requested; and
- performing such other duties as the independent directors may from time to time designate.

B. Frequency of Board Meetings

A minimum of four regular meetings of the Board are held each year. Additional meetings will be held as needed and shall be called in accordance with our Bylaws. At least one meeting per year may be an extended meeting focusing on long-range strategies of the Company or Board governance matters.

C. Agenda Items for Board Meetings

Each meeting may include regular items of business as well as special items that may require consideration by the Board. The Chair establishes the agendas for the Board meetings in conjunction with the CEO or, if applicable, Lead Director. Individual directors are encouraged to suggest additional topics for inclusion on the agenda.

D. Board Materials Distributed in Advance

In advance of each meeting, information important to the Board's understanding of issues scheduled for discussion at the ensuing Board meeting are distributed in writing to the Board through the Company's Secretary.

E. Attendance at Board and Committee Meetings

Each of our directors is expected to make every reasonable effort to participate in all meetings of the Board. The Secretary of the Company also attends each meeting of the Board and its Committees and serves as the Board Secretary. Appropriate officers of the Company may be invited by the Board, Committee Chair, or Chief Executive Officer to attend the general session of the regular meetings of the Board. Except for executive sessions and unless otherwise requested by the Board, the CEO shall attend all Board meetings.

Proxy materials of the Company prepared in connection with the annual meeting of stockholders must identify each director who attends less than 75% of the total number of Board and applicable Committee meetings (in person or by telephone) held during the preceding fiscal year.

F. Sessions of Non-Management and Independent Directors

The Chairman of the Board shall lead regularly scheduled meetings of non-management directors. In addition, the Company's Independent Directors shall meet regularly in an executive session for such purposes as they deem appropriate. If a Lead Director has been appointed, then he/she shall preside at such meetings. If a Lead Director has not been elected, the Chair of the Governance and Nominating Committee shall preside at such meetings.

G. Matters for Board Consideration

In addition to matters requiring specific approval, the Board receives and considers regular reports regarding the long-term strategy, business operations, financial condition and other affairs of the Company and provides advice and counsel to management regarding such topics. Periodically, the Board establishes standards for transactions and commitments that require Board approval. Examples of this include the annual operating plan for the Company and significant transactions not in the ordinary course of business or any matter requiring approval under our Certificate of Incorporation or Bylaws or applicable laws, rules or regulation. The respective Committee Charters also specify certain matters requiring review and approval by the Committees.

H. Board Access to Management

Board members have complete access to Management and all information regarding the business or the affairs of the Company. It is assumed that Board members will use judgment to assure this contact is not distracting to the business operation of the Company.

I. Evaluation of the Chief Executive Officer

The Board will evaluate the performance and effectiveness of the Chief Executive Officer annually, based on objective criteria, which includes performance of the business, accomplishment of long-term strategic objectives, and Management development. Based on the Board's evaluation of the CEO's performance, the Compensation Committee will establish, review and approve goals and objectives relevant to the compensation of the Chief Executive Officer and approve the compensation level of the CEO based upon this evaluation and competitive market data.

J. Succession Planning; Management Development; Human Resource Strategy

The CEO will present an annual report to the Board regarding succession planning, senior executive evaluation and development and the Company's human resource strategy. The Board, in its discretion, may receive this report through the Compensation Committee. The Board or the Compensation Committee, in accordance with its charter, will develop, adopt and review periodically principles for CEO selection, as well as policies regarding succession in the event of an emergency or the retirement of the CEO. The Compensation Committee will consider the annual review of the CEO's performance in connection with the development, review and approval of management succession planning recommendations. To assist the Board with its review, the CEO shall provide the Compensation Committee with a performance assessment of senior management and their succession potential and a recommendation as to short-term succession if all or certain of these senior officers should become unable to perform their duties. The Compensation Committee will report the summary results of these assessments to the Board on an annual basis or more frequently if warranted.

K. Board Communication with Stakeholders

The Board believes that Management should speak on behalf of the Company to parties such as investors, media, customers, suppliers, employees and other constituents. From time to time, individual directors may be requested by Management to meet or otherwise communicate with various constituencies involved with the Company. In addition, the Board and its Committees shall issue reports directly to the Company's stockholders, as the Board deems appropriate.

L. Code of Conduct

The Company has adopted a Code of Conduct, which makes clear our standards of high integrity and ethical behavior as well as the requirement of compliance with all applicable laws in the conduct of the Company's business. In addition, consistent with the requirements of the Sarbanes-Oxley Act and within the meaning of the applicable rules of the stock market or other exchange on which the Company's securities are listed, the Board has adopted a Financial Code of Ethics, included as Appendix A in the Code of Conduct (the "Code").

All directors, whether or not employees of the Company, must comply with both the letter and spirit of all applicable provisions of the Code and the policies promulgated pursuant to the Code, including those policies related to conflicts of interest, related party transactions and trading in the Company's securities. Directors are encouraged to bring questions about particular circumstances that may implicate one or more provisions of the Code to the CEO, Chair (or in the event those roles are combined, the Lead Director), or the General Counsel/Chief Compliance Officer, who may consult with internal or outside legal counsel as appropriate. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chair (or Lead Director) and CEO. If a significant conflict exists and cannot be resolved, the director should resign. Directors shall, upon their appointment, review and sign an acknowledgement of the Code. Directors are required to certify their compliance with the Code at least annually. Any waivers of the Code in favor of a director or an executive officer will be subject to approval by the Board and appropriately disclosed as required by law. A director shall not participate in the deliberation or vote relating to any discussion or decision affecting his or her personal, business or professional interests, including any waiver of the Code.

M. Assessing the Board's Effectiveness

Each Committee and the Board as a whole perform annual self-evaluations. Each director is asked annually to assess the effectiveness of the Board and its committees, as well as director performance and Board dynamics. The individual assessments are summarized for discussion with the Board and its committees..

N. Confidentiality

Directors are required to maintain in strict confidence all non-public information obtained by virtue of their position as a director and shall use such information only in the performance of their responsibilities as a director. "Non-public information" encompasses all confidential information relating to the Company and includes competitive or proprietary information, as well as discussions and communications among Board members, whether during meetings or otherwise.

V. Committees of the Board

A. Number of Committees

The Committees of the Board are the Audit Committee, the Compensation Committee and the Governance and Nominating Committee. Each Committee will consist of at least three directors. The Audit Committee, Compensation Committee and Governance and Nominating Committee will be comprised solely of Independent Directors as defined in applicable SEC and NASDAQ rules. Each member of the Governance and Nominating Committee 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. The Board has adopted charters for each of the three Committees listed above. Any new committees that may be formed will have a charter recommended by that Committee and ultimately approved by the Board. Finally, the Board may establish other Committees, as it deems appropriate from time to time.

B. Committee Membership

The Board will appoint all members of its various committees upon consideration of recommendations from the Governance and Nominating Committee. The Board shall also meet as necessary to fill vacancies or to make assignments for new members of the Board.

C. Committee Rotation

It is the intent of the Board that Committee members and Committee Chairs will be rotated from time-to- time. However, the foregoing principle of rotation should not be used to deprive the Board or any Committee of critical expertise possessed by individual directors and will be subject to Committee rules regarding independence.

D. Committee Meetings

Committee Chairs, in consultation with management and other Committee members, will determine the frequency and length of meetings of their respective Committee.

To the extent practicable, the Committees will meet at a time corresponding to regular meetings of the full Board, so as to accommodate to the extent feasible or practicable the travel and other schedule requirements of directors.

Committee Chairs provide a report to the full Board of the activities and decisions and recommendations of the Committee.

E. Agenda

The Chair of each Committee, in consultation with members of management and staff, will develop the Committee's agenda. Individual Committee members are also encouraged to suggest additional topics for inclusion on the agenda.

VI. Independent Advisors

A. Professional Consultants

The Board and the Committees of the Board are each authorized to retain independent attorneys, consultants or other independent persons to provide advice and assistance as the Board or any Committee of the Board deems appropriate. Management may recommend various professional consultants to assist the Board in their selection.

B. Independent Auditors

The Directors, upon recommendation from the Audit Committee, shall nominate the Company's Independent Auditors to the stockholders for approval at each annual meeting of stockholder.

The lead audit partner of the Company's Independent Auditor shall be rotated at least every five years.

C. Management Support of the Board

Management of the Company will also assist the Board and the Committees of the Board with their functions by providing information, recommendations or other support as needed or requested.

VII. Stockholder Communications with the Board

Stockholders may contact Company directors, a committee of the Board, the Board's independent directors as a group, or the Board generally, by writing to them at the following address:

Aviat Networks, Inc. c/o Corporate Secretary
200 Parker Drive, Suite C100A, Austin, Texas 78728, United States

Stockholder communications received in this manner will be processed in accordance with procedures approved by the Board's independent directors.

Approved by the Governance and Nominating Committee on August 17, 2022 and adopted by the Board on August 23, 2022.