



## **Charter of the Corporate Governance Committee**

### **Charter of the Corporate Governance Committee Aviat Networks, Inc.**

#### **AUTHORITY AND PURPOSE**

The Corporate Governance Committee (the "Committee") of Aviat Networks, Inc. (the "Corporation") is appointed by the Corporation's Board of Directors (the "Board") to assist the Board in (1) monitoring the composition of the Board and (2) developing and recommending 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 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. 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.

#### **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 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.
3. 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.
4. To oversee and evaluate the Corporation's performance in regard to corporate governance principles recommended by the Committee and approved by the Board.
5. Establish, implement and monitor the processes for effective communication between the Corporation's stockholders and members of the Board.
6. Establish, implement and monitor the processes for consideration of stockholder proposals properly submitted in accordance with the provisions of the Bylaws.
7. 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.

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

### **COMMITTEE RESOURCES**

The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain advisors, including outside legal counsel. The Corporation will provide for appropriate funding, as determined by the Committee, for payment of compensation to any 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.

### **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 November 18, 2009

and adopted by the Board of Directors on November 19, 2009, to be effective upon the conclusion of the meeting of the Corporation's stockholders to be held on November 19, 2009.