



Charter of the Compensation Committee

Charter of the Compensation Committee of the Board of Directors Aviat Networks, Inc. (Amended and Restated as of February 9, 2017)

I. Authority and Purpose

The Compensation Committee (the "Committee") of Aviat Networks, Inc. (the "Company") is appointed 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 to produce an annual report on executive compensation for inclusion in the proxy statement.

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 two or more members appointed by the Board based on the recommendation of the Governance and Nominating Committee. Each member must be an independent director, as determined by the Board consistent with Rule 5605(a)(2) of the Nasdaq Listing Rules. 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.

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 exchange on which the Company's securities are listed.

IV. Duties and Responsibilities

The duties and responsibilities of the Committee shall include, without limitation, the following:

1. Review and approve all executive officer compensation and benefit plans.
2. Oversee the administration of all executive compensation and benefit plans and approve the performance targets and the awards that are granted under the plans.
3. Review and approve employment agreements for executives taking into account practices of similar organizations.
4. Ensure that a plan to evaluate executives' performance is in place.
5. Review and monitor executive succession plans and management development process as developed by the CEO.
6. Review and approve who in management is permitted to participate in various compensation plans, such as stock options.
7. 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.
8. Annually review and discuss (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.
9. Produce an annual report on the Committee's work for the Proxy in accordance with SEC requirements.
10. Communicate with the full Board, top management, other employees, government agencies and shareholders, as deemed necessary.

11. Participate with the Board and senior executive management in developing responses to stockholders' concerns related to executive compensation, bonus plans and other benefits.
12. Appoint, determine the compensation of, and oversee the work of any compensation consultant, legal counsel and other adviser as the Committee may decide to retain.
13. Perform such other duties or take on responsibilities as may be necessary and appropriate or as assigned by the Board.
14. 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 have 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, articles of incorporation and applicable law.

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 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 Board of Directors on February 9, 2017.