

## UTSTARCOM, INC.

### COMPENSATION COMMITTEE CHARTER

(Revised as of October 28, 2009)

#### Purpose

The primary purpose of the Committee is to discharge the responsibilities of the Board of Directors of UTStarcom, Inc. (the “Company”) relating to all compensation, including equity compensation, of the Company’s executives. The Committee also has overall responsibility for evaluating and approving equity-based and incentive compensation plans, policies and programs of the Company.

#### Composition

1. **Members.** The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board.
2. **Qualifications.** Each member of the Committee shall meet all applicable independence requirements of law and the rules of the Nasdaq Stock Market (“Nasdaq”). Each member of the Committee shall also be a “non-employee director” within the meaning of the rules promulgated under Section 16(b) of the Securities Exchange Act of 1934, as amended (“Section 16”) and an “outside director” for purposes of the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (“Section 162(m)”); provided, however, that a failure to meet any of such requirements shall not invalidate decisions made, or actions taken, by the Committee.
3. **Chair.** The Chair of the Committee shall be appointed by the Board.
4. **Removal and Replacement.** The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board. In addition, membership on the Committee shall automatically end at such time as the Board determines that a member (i) ceases to meet the independence requirements of Nasdaq and applicable law, (ii) ceases to be a “non-employee director” for purposes of Section 16, or (iii) ceases to be an outside director for purposes of Section 162(m).

#### Operations

1. **Meetings.** The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings.

2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

3. Report to Board. The Committee shall report periodically, but no less than once annually, to the Board.

4. Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual performance self-evaluation and shall report to the Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter periodically and recommend any changes to the Board.

#### Authority and Duties

1. The Committee shall approve and oversee the total compensation package for the Company's executives including, without limitation, their base salaries, annual incentives, deferred compensation, stock options and other equity-based compensation, incentive compensation, special benefits, perquisites, and incidental benefits. The Committee shall make all determinations and take any actions that are reasonably appropriate or necessary in the course of establishing the compensation of the Company's executives.

2. The Committee shall review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer, evaluate the performance of the Company's Chief Executive Officer in light of those goals and objectives, and set the compensation level of the Company's Chief Executive Officer's based on this evaluation. In determining the long-term incentive component of the Company's Chief Executive Officer's compensation, the Committee shall consider, without limitation, the Company's performance, the value of similar incentive awards to Chief Executive Officers at comparable companies, and the awards given to the Company's Chief Executive Officer in past years.

3. The Committee shall review the results of and procedures for the evaluation of the performance of other executive officers by the Company's Chief Executive Officer.

4. The Committee shall produce an annual report on executive compensation and a Compensation Discussion & Analysis as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement filed with the SEC, or its annual report on Form 10-K, as applicable.

5. The Committee shall be responsible for approving and periodically reviewing (i) all compensation and benefit plans, programs or other arrangements established or made available exclusively to the executive officers of the Company; (ii) any compensation or benefit plan, program or other arrangement, such as a cash bonus program, established or

made available to any service providers of the Company with a material cost to the Company; and (iii) all equity, employee stock purchase, retirement savings and disability plans established or made available to any service providers of the Company (collectively, the “Plans”). The Committee shall consider the appropriateness of the allocation of benefits under the Plans, whether the Plans are yielding payments and benefits reasonably related to employee performance, and the extent to which the Plans are meeting their intended objectives. Where appropriate, the Committee may amend or modify (or, if Board action is required, recommend that the Board amend or modify) any Plan to ensure Company objectives are being met. For each Plan that provides for the administration of the Plan by the Board or a committee of members of the Board, the Committee is the designated administrator of such Plan and is delegated the authority of the Board to the fullest extent permitted under such Plan, unless the Board has expressly designated another person, body or committee as the administrator of such Plan.

6. The Committee shall administer the Plans in accordance with their terms, construe all terms, provisions, conditions and limitations of the Plans and make factual determinations required for the administration of the Plans. The Committee shall also oversee the Company’s creation and implementation of policies and procedures relating to the provision of compensation to service providers under the Plans.

7. The Committee shall review and approve all new employment, consulting, retirement and severance agreements and arrangements proposed for the Company’s executives. The Committee shall periodically evaluate existing agreements with the Company’s executives for continuing appropriateness.

8. The Committee shall oversee the Company’s policies on structuring compensation programs for executive officers to preserve tax deductibility and, as and when required, establish and certify the attainment of performance goals pursuant to Section 162(m).

9. The Committee shall adopt and periodically review a comprehensive statement of executive compensation philosophy, strategy and principles that has the support of management and the Board, and administer the Company’s compensation program fairly and consistently in accordance with these principles.

10. The Committee shall review and approve the peer groups of companies that shall be used for purposes of determining competitive compensation packages.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee, as it deems appropriate in accordance with applicable laws and regulations. The Committee shall have the power to retain compensation consultants having special competence to assist the Committee in evaluating executive compensation. The Committee may also retain counsel, accountants or other advisors as it deems appropriate. The Committee shall have the sole authority to

retain and terminate the consultants or advisors and to review and approve the consultant or advisor's fees and other retention terms.