

# **COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER**

## **of the Compensation Committee of the Board of Directors of ViaSat, Inc.**

### **I. Purpose**

The purpose of the Compensation and Human Resources Committee (the “Committee”) of the Board of Directors (the “Board”) of ViaSat, Inc. (the “Company”) is to assist the directors in fulfilling their responsibilities by: (1) designing (in consultation with management and the Board), evaluating and recommending to the Board for approval the compensation plans, policies and programs of the Company, especially those bearing on executive compensation; (2) evaluating and recommending to the Board the compensation of the chief executive officer and all other officers of the Company and (3) producing an annual report on executive compensation for inclusion in the Company’s proxy materials in accordance with applicable rules and regulations. The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s stockholders.

In addition to the specific powers and responsibilities delegated to the Committee in this Charter, the Committee shall also carry out and may exercise any other powers or responsibilities as are assigned by law, the Company’s charter or bylaws or as may be delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of further Board approval, and any decision (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be made by the Committee in its sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

### **II. Membership**

The Committee shall be comprised of at least two directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall (1) qualify as independent under the Nasdaq listing requirements, (2) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (3) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and (4) be otherwise free from any relationship that, in the business judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member. Members of the Committee must, in the business judgment of the Board, have a combination of business and employee-management experience that would be valuable in providing broad direction to the Board on matters related to compensation for non-employee directors and for the chief executive officer of the Company and advising the Board on executive compensation matters.

The members of the Committee shall be appointed by the Board. Unless a Chairperson of the Committee (the “Chairperson”) is designated by the Board, the Committee may designate a Chairperson by a majority vote of the full Committee membership.

### **III. Specified Duties**

To fulfill its responsibilities, the Committee shall be responsible for:

- (1) proposing, reviewing and recommending to the Board any changes to the compensation philosophy of the Company;
- (2) proposing, reviewing and recommending to the Board corporate goals and objectives and revisions thereto relating to the compensation of the chief executive officer and chief operating officer of the Company, evaluating the performance of such officers in light of these goals and objectives;
- (3) evaluating the performance of the chief financial officer, general counsel and vice president of human resources of the Company (together with the chief executive officer and chief operating officer, the “Senior Executives”);
- (4) recommend to the Board the compensation of the Senior Executives based on such evaluations;
- (5) reviewing and approving compensation for the Company’s executive officers (as such term is defined in Rule 16a-1 promulgated under the Exchange Act), excluding the Senior Executives,
- (6) overseeing, reviewing and recommending to the Board actions required to manage all Company stock option, employee pension and benefit plans (401(k), employee stock purchase plan, etc.);
- (7) overseeing, reviewing and recommending to the Board actions required to manage all grants of perquisite benefits;
- (8) overseeing, reviewing and recommending to the Board actions required to manage all executive officer and director indemnification and insurance matters;
- (9) overseeing, reviewing and recommending to the Board actions required to manage any employee loans;
- (10) taking any action directed by the Board related to the foregoing responsibilities;
- (11) reviewing and discussing with management the Company’s compensation discussion and analysis to be included in the Company’s annual proxy statement or Annual Report on Form 10-K; and
- (12) preparing and approving the Report of the Compensation Committee to be included as part of the Company’s annual proxy statement.

The Committee's responsibility for overseeing and reviewing Board-approved employee benefit plans includes the responsibility for their general administration, annual review of the plans, recommendations for establishment or changes in performance targets for Company executive officers and other key employees when appropriate, and recommendations to the Board for changes, including recommendations for termination of compensation plans when appropriate.

All annual plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, assessing the performance of the plan's internal and external administrators if any duties have been delegated, and formally recommending to the Board any plan changes.

#### **IV. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall, subject to the following paragraphs, be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee or to specified executive officers of the Company. All proposed delegations must be adopted by a resolution of the Committee and reviewed for compliance with the relevant plan and Delaware corporate law by the Company's legal, tax and accounting departments before they are voted upon at meetings. The resolution shall specify which duties are being delegated, to whom the duties are delegated, and which oversight powers the Committee retains.

The Committee shall not delegate any matters that involve executive compensation or for any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code ("Section 162(m)").

The Committee shall, without delegation:

- (1) review with the Board (and recommend to the Board with respect to Senior Executive Officers) and set and commit to writing any and all performance targets for all executive officers (as directed by the Board with respect to Senior Executive Officers) within the first 90 days of the performance period to which such target relates or, if shorter, within the period provided by Section 162(m) in order for such target to be "pre-established" within the meaning of Section 162(m);
- (2) certify that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plans;
- (3) recommend to the Board all amendments to equity-based compensation plans and to the extent directed by the Board, oversee the implementation of amendments to such equity-based compensation plans;
- (4) grant any awards under any Board-approved performance-based equity compensation plans to executive officers or current employees and executive personnel (as directed by the Board with respect to Senior Executives);

- (5) subject to Board-approved policy, approve which executive officers are entitled to awards under the Company's stock option plan(s) (as directed by the Board with respect to Senior Executives); and
- (6) review with the Board proposals and recommendations for compensation of each of the Senior Executives and secure approval from the Board prior to the grant of such compensation.

In addition, the Committee shall ensure that the stockholders of the Company have the opportunity to approve or reject the performance goals used to set the performance targets in any performance-based equity compensation plans to the extent required, and in the manner provided, by Section 162(m) and the treasury regulations promulgated thereunder (which generally requires such approval at least every five years or earlier if such criteria are otherwise amended).

## **V. Meetings and Procedures**

The Committee shall meet on a regularly scheduled basis at least four times annually, with one meeting to be held in each fiscal quarter of the year, and on such other occasions as circumstances may dictate or the members of the Committee may from time to time determine. Meetings of the Committee shall be held upon call by the Chairman of the Board or the Chairperson of the Committee. A quorum of the Committee shall consist of a majority of the members of the Committee in office at the time of any meeting and the vote of a majority of the members of the Committee present at the time of a vote, if a quorum is present at that time, shall be the act of the Committee. The Chairperson or, in his or her absence, another member chosen by the attending members, shall preside at each meeting and set the agendas for Committee meetings.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee but may not vote and shall not participate in any discussion or deliberation unless invited to do so by the Committee; provided, that the chief executive officer may not be present during voting or deliberations on his or her compensation. The Committee may, at its discretion, include in its meetings members of the Company's management, members of the Company's legal, tax and accounting departments and any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall have the sole authority, as it deems appropriate, to retain and/or replace, as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisors ("compensation advisers") that the Committee believes to be necessary or appropriate. The Committee shall be responsible for the appointment,

compensation and oversight of the work of any compensation advisers retained by the Committee. Subject to any exceptions under Nasdaq listing standards, prior to selection and engagement of any compensation adviser, the Committee shall undertake an analysis of the independence of each such compensation adviser under the independence factors specified in the applicable requirements of the Exchange Act and the Nasdaq listing standards. The Committee may utilize the services of the Company's regular legal counsel or other advisers to the Company and is not required to retain compensation advisers who are independent of the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any compensation advisers retained by the Committee.

The Chairperson shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

When planning to recommend to the Board any establishment, modification or certification of performance targets under bonus plans for senior executives, or propose the grant any and all forms of equity compensation, modify or rescind any option, stock or restricted stock grants, or propose the making, modification or rescinding of loans to employees, the Committee shall consult the Company's legal, tax and accounting departments before making such recommendations.

All recommendations for plans of compensation or changes to existing plans, whether for executives, directors or other personnel, shall be detailed and attached to the minutes of the appropriate meeting. This includes any proposals for extending grants of options or loans made outside of any official Company plan.

## **VI. Evaluation of Performance of Compensation Committee**

1. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
2. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.