

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

STRATEX NETWORKS, INC.

I. *Authority and Purpose*

The Compensation Committee of Stratex 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 Compensation Committee are to a) provide a compensation program aligned with the Company’s strategic objectives specially 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 independent members appointed by the Board of Directors based on recommendation of the Nominating and Corporate Governance Committee. Director independence shall be determined by the Board of Directors consistent with the listing standards of the Stock Market or other exchange on which the Company’s securities are listed. The Committee shall designate one director as the Chairperson. The Nominating and Corporate Governance Committee may also recommend to the Board of Directors 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 the subcommittees, if any, are composed entirely of independent directors.

IV. *Duties And Responsibilities*

- A. The duties of the Committee shall include, without limitation, the following:
 - 1. Review and approve all executive officer compensation and benefit plans and recommend the Chairman and CEO’s compensation and benefit plans for full Board approval.

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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 senior executives and recommend for full Board approval an employment agreement for the Chairman and CEO, 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.
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. Produce an annual report on the committee's work for the Proxy in accordance with S.E.C. requirements.
9. Communicate with the full Board, top management, other employees, government agencies and shareholders, as deemed necessary.
10. Participate with the Board and executive management in developing responses to stockholders' concerns related to executive compensation, bonus plans and other benefits.
11. Perform such other duties or take on responsibilities as may be necessary and appropriate or as assigned by the Board.

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, a minimum of four times a year, or more, 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). All powers of the Committee derive from the Company's bylaws, articles of incorporation and applicable law.

VI. Committee Resources

The Committee shall have authority, to the extent it deems necessary or appropriate, to retain advisors, including but not limited to independent attorneys, consultants or other independent persons to provide advice and assistance as the Committee deems appropriate.

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Management may recommend various professional consultants to assist the Board in their 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.