



GLENAYRE TECHNOLOGIES, INC.

EXECUTIVE COMMITTEE CHARTER

General Purpose

The Executive Committee (“Committee”) shall generally have the power and authority of the Corporation’s Board of Directors, to be exercised between meetings of the Board of Directors or in emergencies. The Executive Committee shall not have power and authority (a) specifically delegated to the Audit Committee, the Compensation and Plan Administration Committee, or the Governance and Nominating Committee or any other Committee established by the Board of Directors or (b) to take actions, which may not by law be delegated by the Board of Directors to the Executive Committee.

1. Major Committee Responsibilities.

- 1.1. Acting on behalf of the Board of Directors during intervals between meetings of the Board of Directors and to report to the Board of Directors at its next regular meeting on any actions taken.
- 1.2. Reviewing and proposing to the Board of Directors for approval all activities related to strategies and litigation.
- 1.3. Reviewing and proposing to the Board of Directors for approval all activities related to organizational re-sizing.
- 1.4. Reviewing and proposing to the Board of Directors for approval the Corporation’s annual budget.
- 1.5. Reviewing and proposing to the Board of Directors for approval any financial commitment over \$500,000.
- 1.6. Reviewing and proposing to the Board of Directors for approval the Corporation’s selection and use of commercial and investment bankers.
- 1.7. Reviewing and proposing to the Board of Directors for approval the Corporation’s director and officer insurance coverage, including the insurance carrier, the amount of coverage and the terms of coverage.

- 1.8. Assuming management of the Corporation during a crisis or disaster when the Corporation's then existing senior management is unavailable.
- 1.9. Performing such other functions as assigned by law, the Corporation's Certificate of Incorporation or bylaws, or the Board of Directors.
- 1.10. Reviewing the adequacy of this Charter annually and recommending any changes to the Board of Directors for approval.

2. Committee Composition.

- 2.1. *Size of Committee.* The Committee shall be composed of at least three Directors.
- 2.2. *Proportion of Independent Directors.* No fixed percentage of the members of the Committee are required to be independent.
- 2.3. *Definition of Independence.* The definition of "independence" for members of the Committee shall be the same as the definition of "independence" for Directors as contained in the Board of Directors Charter.
- 2.4. *Term Limits.* Committee members will serve for a term of one year or the unexpired portion of the term of the Committee member who resigned or was removed if that unexpired portion is less than one year. Committee membership will be reviewed and assigned based on the results of the annual Committee and Director evaluations. There is no limit on the number of terms that a Director may serve as a member of the Committee.

3. Selection of Committee Members.

- 3.1. *Selection Criteria.* In addition to the qualifications required of all Directors, the Committee collectively should have experience or knowledge of accounting, banking, finance, international business, management and mergers and acquisitions.
- 3.2. *Commitment.* Committee members must be able to commit the requisite time for preparation and attendance at regularly scheduled Committee meetings, as well as be able to devote time and attention to other matters deemed necessary for good corporate governance. Each Committee member is expected to become familiar with the Committee's responsibilities. Accordingly, each member should develop an understanding of: (a) the primary industries in which the Corporation operates; (b) budget reviews, capital spending, bank qualification,

corporate director and officer insurance and mergers and acquisitions; and (c) the impact that those areas have on the Corporation.

3.3. *Appointment; Removal.* All members of the Committee shall be appointed by the Board of Directors. The Committee Chair will be appointed by the Board of Directors. Any member may be removed by action of the Board of Directors at any time for any reason.

3.4. *Resignations.* Any member of the Committee may resign as a Committee member at any time. It is expected that the resigning member will resign in writing and will give appropriate notice to the Committee Chair of his or her intention to resign.

4. Compensation.

4.1. *Compensation.* The compensation for service on the Committee shall be determined by the Board of Directors.

4.2. *Expense Reimbursement.* Committee members will be reimbursed for all reasonable expenses incurred while attending Committee meetings, training of the Committee or otherwise at the request of the Board of Directors.

5. Committee Meeting Procedures.

5.1. *Frequency and Length of Meetings.* The Committee will meet as necessary to carry out the duties and responsibilities as assigned under its charter. The length of the meetings will be determined by the agenda.

5.2. *Setting Agendas.* The Committee Chair will establish the agenda for each Committee meeting. Any Committee member may suggest the addition of other items on the agenda.

5.3. *Attendance Expectations.* All Committee members are expected to attend all the meetings of the Committee.

5.4. *Advanced Distribution of Committee Materials.* Information that is important to the Committee's understanding of the specific matters to be discussed at the Committee meeting should be distributed by the Committee Chair or management in writing to the Committee at least 48 hours before the Committee meeting. This material should be concise, well organized and supported by any background data necessary to place the information in context. Presentations on specific subjects to the Committee should be sent to Committee members in writing in advance

so that Committee meeting time may be conserved and discussion time may be focused on questions that the Committee has about the material. For highly sensitive matters, the content may be discussed at the meeting without any prior written materials.

- 5.5. *Attendance by Non-Members.* The Committee may, from time to time, invite other members of the Board of Directors, senior management or other employees of the Corporation into Committee meetings to provide additional insight into the matters being discussed because of their personal involvement in or knowledge about these matters.
- 5.6. *Quorum.* At all Committee meetings, a majority of the total number of the Committee's members shall constitute a quorum for the transaction of business.
- 5.7. *Minutes.* The Committee Chair will designate someone to record the minutes of each Committee meeting. All minutes shall be filed with the Corporation's records and maintained in the same manner as the minutes of the meetings of the Board of Directors.

6. Committee Action Without a Meeting.

- 6.1. *Written Consent.* The Committee may take any action by unanimous written consent that the Committee might take at a meeting.
- 6.2. *Filing of Written Consent.* Any written consent of the Committee pursuant to Section 6.1 shall be filed with the Corporation's records and maintained in the same manner as the minutes of the meetings of the Board of Directors.

7. Committee Performance.

- 7.1. *Assessment of Committee Effectiveness.* The Governance and Nominating Committee will provide an annual assessment to the Board of Directors of each Committee's performance.

8. Committee Relationships.

- 8.1. *Interaction with Management.* The Committee will have complete access to the Corporation's management to discuss matters or request materials relating to the Committee's responsibilities.
- 8.2. *Access to Independent Auditors and Outside Legal Counsel.* The Committee will have full access to the designated outside legal counsel,

independent auditors or to any other consultants deemed beneficial by the Committee.

9. Leadership Development.

9.1 *Committee Development.* In addition to training received as members of the Board of Directors, selected members of the Committee may receive targeted training. The Chair of the Board of Directors will approve all training.

10. Amendments to Charter.

10.1. *Amendments.* This Charter may be amended or repealed by action of the Board of Directors at any time.