

# Comtech Telecommunications Corp.

## Corporate Governance Policy and Guidelines

Adopted on October 29, 2009  
Amended on September 21, 2011

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# Comtech Telecommunications Corp. Corporate Governance Policy and Guidelines

These Corporate Governance Policy and Guidelines have been adopted by the Nominating and Governance Committee of the Board of Directors of Comtech Telecommunications Corp. (the "Company" or "Comtech"). The guidelines, in conjunction with the Certificate of Incorporation, By-laws and the charters of the committees of the Board of Directors, form the framework for the governance of the Company.

## **I. Role of the Board of Directors**

The Board of Directors oversees and provides policy guidance on the business and affairs of Comtech. Among other things, the Board of Directors monitors overall corporate performance. The Board of Directors selects the Chairman of the Board (the "Chairman") and the Chief Executive Officer (the "CEO") of Comtech and elects other corporate officers.

Directors are expected to attend Board of Directors and applicable committee meetings and to review meeting materials in advance of such meetings. Directors also are encouraged to attend Comtech's annual meetings of stockholders.

## **II. Role of the Chairman**

The Chairman can schedule and set the agenda for meetings of the Board of Directors.

## **III. Director Independence**

A substantial majority of the directors must be independent within the meaning of independence as established under the rules of the NASDAQ Stock Market.

## **IV. Board of Directors Membership Criteria**

Directors should have high professional and personal ethics and values, consistent with Comtech's longstanding values and standards. They should also have experience in areas of particular significance to the long-term creation of shareholder value. They also must have sufficient time to carry out their duties and limit their service to no more than three other public company boards.

## **V. Standards of Business Conduct**

Each member of the Board of Directors shall at all times exhibit high standards of integrity and ethical behavior. Each director shall adhere to Comtech's Standards of Business Conduct and certify, in writing on an annual basis, that they have read and will abide by such standards. In addition, directors must avoid any conflict between their own interests and the interests of the Corporation in dealing with suppliers, customers, and other third parties, and in the conduct of their personal affairs.

## **VI. Transactions Affecting Director Independence**

Without the prior approval of a majority of disinterested members of the full Board of Directors and, if required by applicable listing standards, the Audit Committee, the Company will not make significant charitable contributions to organizations in which a director or family member of the director is affiliated, enter into consulting contracts with (or otherwise provide indirect compensation to) a director, or enter into any relationships or transactions (other than service as a director and Board of Directors committee member) between the Company and the director (or any business or nonprofit entity or organization in which the director is a general partner, controlling shareholder, officer, manager, or trustee, or materially financially interested). Notwithstanding the foregoing, to the extent required to comply with SEC rules, no member of the audit committee will be an affiliated person of the Company or receive any direct or indirect compensation from the Company other than for service as a director and on committees on which the director serves.

## **VII. Election of Directors**

In accordance with Comtech's Certificate of Incorporation, the Board of Directors shall be divided into three classes, each to be as nearly equal in number as possible. Directors are elected to three-year terms by the stockholders at the annual meeting, by a plurality of the votes cast.

The Board of Directors proposes nominees for consideration each year. Between annual meetings, the Board of Directors may appoint directors to serve until the next annual meeting.

Stockholders may recommend director nominees for consideration by the Nominating and Governance Committee by writing to the Committee specifying the nominee's name and the qualifications for Board of Directors membership or by following any applicable SEC or NASDAQ rules relating to director nomination.

## **VIII. Board of Directors Size**

The Certificate of Incorporation provides that the number of directors is determined by the Board of Directors at an exact number, but not less than three. The Board of Director's size is assessed at least annually by the Nominating and Governance Committee. If any nominee is unable to serve as a director for any reason, the Board of Directors by resolution may reduce the number of directors or choose a substitute.

## **IX. Employee Director Retirement**

Employee directors are expected to submit a letter of resignation from the Board of Directors at the time they retire or resign from Comtech.

## **X. Executive Sessions**

The Board of Directors expects to hold executive sessions of independent directors as necessary, but at least once a year.

## **XI. Succession Planning**

The Board of Directors plans for succession of the CEO and reviews senior management selection and succession planning. The Board of Directors shall regularly consider succession plans in the event of the resignation or unavailability of the CEO, and shall regularly consider and discuss with the CEO his plans in the event of the resignation or unavailability of the executive officers reporting to the CEO. The plans are reviewed by the Board of Directors at least annually.

## **XII. Board of Directors Access to Senior Management**

Directors are encouraged to talk directly to any member of management regarding any questions or concerns the directors may have. Senior management are invited to attend Board of Directors meetings from time to time when appropriate.

## **XIII. Evaluation of Board of Directors and Committee Performance**

The Board of Directors and each committee conducts a self-evaluation annually. The Nominating and Governance Committee oversees the annual self-evaluation of the Board of Directors and its committees.

## **XIV. Equity Ownership Guidelines**

Directors and certain executive officers are encouraged to accumulate ownership of the Company's common stock at levels significant to their individual financial circumstances. The Company intends to settle certain incentive awards in restricted share units to assist in this accumulation process. Directors and executive officers are encouraged to hold shares acquired via the exercise of stock options, but are not required to do so.

## **XV. Authority to Retain Advisors**

The Board of Directors and each committee will have the authority, at Comtech's expense, to retain and terminate independent advisors as the Board of Directors and any such committee deems necessary.

Approved: Nominating and Governance Committee

Date: October 29, 2009

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## **Amendments on September 21, 2011:**

Effective fiscal 2012, non-employee directors are required to hold equity ownership interests in Comtech stock with a market value of at least six times their annual retainer. In addition, the Chief Executive Officer is required to hold equity ownership interests with a market value of at least six times his annual base salary, and all other Executive Officers are required to hold equity ownership interests equal to the lower of the market value of two times their annual base salary, or 20,000 shares. In addition, until these ownership guidelines are met, non-employee directors and Executive Officers are required to retain 100% of the value of net shares received from the exercise of stock options granted in fiscal 2011 or later, or the delivery of shares pursuant to a restricted stock-based award, after payment of any exercise price and applicable taxes.

Effective September 21, 2011, the position of Lead Independent Director was established (see Charter of the Lead Independent Director of the Board of Directors).