

## **Anaren, Inc.**

### **Compensation Committee Charter**

#### Purpose

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Anaren, Inc. (the "Company") and its purposes shall be to carry out the Board's overall responsibility relating to executive compensation including the administration of the Company's various stock option plans. Furthermore, the Committee shall produce an annual report on executive compensation for inclusion in the Company's proxy statement.

#### Committee Membership

The Committee shall consist of a minimum of three or more directors as determined by the Board. Members of the Committee shall be appointed by the Board upon the recommendation of the Nominating Committee and may be removed by the Board in its sole discretion. All members of the Committee shall be independent directors, and shall satisfy the applicable Nasdaq standard for independence for members and any other applicable regulatory requirements.

#### Committee Chairperson

The Board, by resolution of a majority of the non-management directors, shall designate one member of the Committee to act as the Chairperson of the Committee. The Chairperson shall chair all the meetings, coordinate the evaluation of the chief executive officer's performance, and perform such other activities as from time to time are requested by the other directors or as circumstances indicate.

#### Committee Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

1. To assist the Board in identifying, developing and evaluating potential candidates for executive positions, including the chief executive officer, and to oversee the development of executive succession plans.

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2. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer. The Committee shall evaluate, at least once a year, the chief executive officer's performance in light of these established goals and objectives and based upon these evaluations shall set the executive officer's annual compensation, including (a) the annual base level salary, (b) annual incentive opportunity levels, (c) annual equity compensation, (d) the terms of any employment agreements, severance arrangements, and change in control agreements/ provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits.
3. To review and approve on an annual basis the evaluation process and compensation structure for the Company's officers. The Committee shall evaluate the performance of the Company's officers and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such officers.
4. To review major organizational and staffing matters.
5. To review the Company's incentive compensation and equity compensation plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.
6. To determine awards to employees of stock or stock options pursuant to any of the Company's employee stock option or stock related plans now or from time to time hereafter in effect and exercise such other power and authority as may be permitted or required under such plans.
7. To prepare and publish an annual executive compensation report in the Company's proxy statement.
8. To delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.
9. To retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. Except as otherwise required by law or by Nasdaq regulation, the Committee shall have sole authority to approve related fees and retention terms.
10. To review at least annually the adequacy of this Charter, Committee member qualifications, member appointment and removal, structure and operations (including authority to delegate to subcommittees), and to recommend any proposed changes to the Board for approval.

#### Disclosure of Charter

This Charter will be made available on the Company's website at "[www.anaren.com](http://www.anaren.com)".