

**VISTANCE NETWORKS, INC.**  
**Compensation Committee Charter**

***I. Authority***

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Vistance Networks, Inc. (the “**Corporation**”) is established pursuant to Section 3.01 of the Corporation’s Amended and Restated Bylaws (as may be amended from time to time, the “**Bylaws**”) and Section 141(c) of the Delaware General Corporation Law.

***II. Purpose***

The purpose of the Committee is to discharge the Board’s responsibilities relating to the Corporation’s compensation philosophy for its Chief Executive Officer and other “officers,” as defined under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and the rules promulgated thereunder (collectively, including the Chief Executive Officer, the “**executive officers**”), the compensation and benefits payable or provided to the executive officers and non-employee directors and certain other matters relating thereto as set forth herein or as may otherwise be delegated to the Committee from time to time by the Board, and to oversee the Company’s human capital management strategy and related policies and procedures.

***III. Composition***

The members of the Committee shall be appointed by the Board and shall be composed entirely of three or more members of the Board, unless otherwise determined by the Board. Each member of the Committee shall be “independent” in accordance with the Exchange Act, the rules promulgated thereunder and the rules and listing standards of the NASDAQ Stock Market LLC (“**NASDAQ**”) (collectively, the “**Applicable Rules**”); provided, that if a member of the Committee ceases to be independent for reasons outside the member’s reasonable control, then the member may remain on the Committee for so long as permitted by Applicable Rules respecting transitions in the event of loss of independence.

With respect to determinations made with respect to executive officers and directors under Rule 16b-3 under the Exchange Act, if all members of the Committee are not “non-employee directors” (as defined in Rule 16b-3 under the Exchange Act) determinations made pursuant to Rule 16b-3 under the Exchange Act shall be made by the Board or a subcommittee of the Committee comprised solely of two (2) or more “non-employee directors”.

The Chair of the Committee shall be designated by the Board, provided that if the Board does not designate a Chair, the members of the Committee, by majority vote, may designate a Chair. Members may be removed at any time with or without cause, upon the determination of the Board, and vacancies on the Committee may be filled by the Board.

***IV. Meetings***

The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this charter. The Chairman of the Board, the Chair of the Committee, the Lead Director, a majority of the members of the Committee, or the Secretary of the Corporation may call meetings of the Committee. Members of the Corporation’s management or others may

attend meetings of the Committee at the invitation of the Committee, provided, however, that in no event shall any executive officer be present for the portion of any meeting during which his or her compensation or performance is determined.

To foster open and candid communication, the Committee may meet periodically with advisors and any others that the Committee deems to be appropriate, in its sole discretion, in separate executive sessions to discuss any matters that the Committee believes should be discussed privately with the Committee. The Committee may meet in person, via telephone conference call or other means through which each member may hear and be heard by each other member or take action by unanimous written consent, which will be maintained as part of the corporate records. The majority of the members of the Committee shall constitute a quorum for the transaction of business. The action of a majority of the members present at a meeting, at which a quorum is present, shall be the act of the Committee; provided that if a Committee member abstains due to a conflict of interest, the action of a majority of the remaining members, even if less than a quorum, shall constitute Committee action. Minutes will be prepared for each meeting and will be maintained as part of the corporate records.

The Committee will establish a schedule of agenda subjects to be discussed during the year (to the extent these can be foreseen). An agenda of each meeting will be circulated, together with supporting material, to the Committee members with respect to each meeting. The Committee shall report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate.

#### ***V. Responsibilities and Authority***

The Committee's responsibilities and authority shall include:

1. Executive Compensation Strategy – Determine the total compensation strategy designed to attract and retain leadership talent and motivate directors and executive officers to improve their individual performance and the financial performance of the Corporation.
2. Compensation Peer Groups and Analysis – Review and approve the Corporation's peer companies for purposes of evaluating compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements.
3. Talent and Human Capital Management – Periodically review management development and succession plans, including establishing processes regarding succession in the event of an emergency or the retirement of the Chief Executive Officer and other key executives in conjunction with the Board and CEO. Oversee the Corporation's talent recruitment, human capital management and retention efforts and review the Corporation's human capital management disclosure in the Corporation's annual report on Form 10-K and proxy statement, including analysis of employee satisfaction and turnover, to ensure the Corporation is fostering a fair, respectful, inclusive and merit-based culture, as well as monitoring leadership development, succession planning, safety and well-being programs.
4. Chief Executive Officer Compensation and Benefits – At least annually, review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation and evaluate the Chief Executive Officer's performance in light of those goals and objectives, consider say-on-pay voting results and other stockholder feedback, and based on the foregoing,

review and approve the compensation and benefits of the Chief Executive Officer (other than benefits available generally to employees), including but not limited to salary, cash-based and/or equity-based short- and/or long-term incentive awards (including any applicable performance goals), perquisites and any other non-cash benefits, severance, retirement and change in control payments and benefits, and any related agreements.

5. Other Executive Officer Compensation and Benefits – At least annually, review the recommendations of the Chief Executive Officer and stockholder feedback and approve the compensation and benefits of the Corporation’s executive officers other than the Chief Executive Officer (other than benefits available generally to employees), including but not limited to salary, cash-based and/or equity-based short- and/or long-term incentive awards (including any applicable performance goals), perquisites and any other non-cash benefits, severance, retirement and change-in-control payments and benefits, and any related agreements.

6. Non-Employee Director Compensation and Benefits – Approve the compensation and benefits of non-employee directors, including but not limited to retainers and equity awards (including any applicable performance goals) and any related agreements.

7. Evaluation of Performance Targets – Evaluate, and certify when appropriate, the attainment of short- and/or long-term performance goals for the executive officers and/or directors.

8. Corporate Responsibility and Sustainability (CRS) – At least annually, review and analyze the appropriate alignment of the Corporation’s compensation and benefit programs with the Corporation’s CRS efforts related to among other things, leadership development, succession planning, safety, well-being and organization culture and consider appropriate performance goals and objectives related to such efforts as the Committee may deem advisable.

9. New or Revised Compensation Plans – Review and approve any new short-term or long-term compensation plan or proposed modification to an existing compensation plan in which executive officers may participate.

10. CD&A and Compensation Committee Report – Review and approve the “Report of the Compensation Committee” for inclusion in the Corporation’s proxy statement. Review and discuss the Compensation Discussion & Analysis (CD&A) required to be included in the Corporation’s annual proxy statement or Annual Report on Form 10-K and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.

11. Stock Ownership Guidelines – Determine, establish, and periodically review stock ownership guidelines, if any, for the executive officers and directors, monitor compliance, and determine appropriate responses to non-compliance with any such guidelines.

12. Charter – Review and reassess the adequacy of this Charter at least annually and recommend to the Board for approval any changes as the Committee deems appropriate.

13. Risks Related to Compensation Policies – Review and discuss with management, on at least an annual basis, management’s assessment of whether risks arising from the Company’s compensation policies and practices and benefit programs for all employees, including non-executive employees, are reasonably likely to have a material adverse effect on the company. The

Committee shall review the Corporation's incentive compensation programs to determine whether they encourage excessive risk-taking and review and discuss the relationship between risk management policies and practices and compensation and evaluate methods to mitigate any such risk. The Committee shall report its findings regarding compensation-related risks to the full Board as appropriate.

14. Agreements – Review, approve, amend and terminate, as applicable, employment agreements, severance arrangements and change-in-control agreements and provisions for any executive officers.

15. Equity Incentive Plans – Review, approve and administer any equity incentive plans, including the authority to determine and grant awards, approve forms of award agreements, interpret and amend award agreements within the terms of the plans, establish performance goals, if any, and certify such performance goals have been satisfied. For the avoidance of doubt, the Committee's authority with respect to equity incentive plans is non-exclusive, such that any actions described in this paragraph may also be taken by the Board acting as a whole or by any other committee of the Board or executive officer of the Company to whom the Board may delegate such authority on a non-exclusive basis, subject to applicable law and the terms of the applicable equity incentive plans.

16. Compliance – Oversee the Corporation's compliance with SEC rules and regulations regarding stockholder approval of executive compensation matters, including say on pay and the frequency of say on pay, and the requirement under NASDAQ rules that, with limited exceptions, stockholders approve equity compensation plans. Review say on pay voting results and consider how compensation policies and decisions should take into account the results of the most recent stockholder vote.

17. Compensation Recovery (“Clawback”) Policy – Administer the Corporation's Compensation Recovery Policy, make determinations as to whether incentive-based compensation was erroneously awarded to current or former executive officers in the event the Corporation is required to prepare an accounting restatement due to material noncompliance with financial reporting requirements, and take all actions necessary to recover such erroneously awarded compensation as required by the Clawback Policy and applicable law. The Committee shall also oversee the Corporation's disclosure regarding the Clawback Policy as required by SEC rules. For older awards covered by the Corporation's Compensation Recoupment Policy, determine whether or not to require executive officers to reimburse compensation in the event of an accounting restatement due to material noncompliance with financial reporting requirements, and determine the amount of such recoupment that the Committee deems appropriate.

18. Self-Evaluation – Conduct an annual self-evaluation of the Committee's performance, with oversight by the Nominating & Corporate Governance Committee of the Board, and recommend to the Board such changes as the Committee deems appropriate.

## ***VI. Scope***

Each member of the Committee is entitled to rely on (i) the integrity of those persons and organizations within and outside the Corporation from which it receives information, and (ii) the accuracy of the financial and other information provided to the Committee absent actual knowledge to the contrary (which shall be promptly reported to the Board).

The Committee shall have the following power and authority in fulfilling its responsibilities set forth here within:

1. Procedures – To establish its procedures, unless otherwise provided by the Board or the Corporation’s Bylaws.

2. Compensation Advisors – The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and expert advisors and, if the Committee, in its sole discretion, determines it to be necessary or advisable, it may select, retain, obtain the advice of or terminate its own counsel, compensation consultant or consulting firm, outside legal counsel, tax advisors, accounting advisors and any other advisors and consultants (collectively, “compensation advisors”), only after taking into consideration all factors, including any applicable factors under the Applicable Rules relevant to the advisor’s independence. The Committee shall assess such independence annually for any advisors retained on an ongoing basis. The Committee shall have the authority to (i) oversee the work of any such compensation advisor, (ii) establish and approve the fees payable to any such compensation advisor, which fees must be borne by the Corporation, and (iii) establish and approve the terms and conditions of the performance of such services.

3. Delegation of Authority – To form and delegate authority to subcommittees, including management subcommittees, when appropriate, and to require that any such subcommittee periodically present to the Committee a summary report of actions taken. Without limiting the generality of the foregoing, the Committee shall have the authority to delegate, by written resolution, to the Chief Executive Officer the authority to grant awards and issue options to employees, including new hires and employees who receive promotions into a higher grade or class of employee, under, and subject to the terms and conditions of, the Corporation’s equity-based compensation plans and arrangements pursuant to such parameters and limitations as the Committee determines appropriate, provided, however, that no delegation of such grant authority shall apply with respect to the grant of awards to executive officers or directors. The Committee shall periodically review any such delegations and may revoke any such delegation at any time.