

POWERWAVE TECHNOLOGIES, INC.
CHARTER FOR COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
(Revised February 9, 2011)

PURPOSE

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Powerwave Technologies, Inc. (the “Company”) to discharge the Board’s responsibilities relating to compensation of the Company’s directors and executive officers. The Committee has the overall responsibility for reviewing, approving and evaluating the compensation plans, policies and programs of the Company. The Committee is also responsible for (i) producing an annual report on executive compensation for inclusion in the Company’s proxy statement and (ii) reviewing and discussing with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s proxy statement and determining whether to recommend to the Board that the CD&A be included in the annual proxy statement.

COMPOSITION

The Committee shall be comprised of three or more members of the Corporation’s Board of Directors, all of who shall be appointed by the Board. Committee members shall be (i) “independent directors” within the meaning of the Nasdaq listing Rules, (ii) “Non-Employee Directors” under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (iii) qualified “outside directors” under Section 162(m) of the Internal Revenue Code and related regulations, all as amended from time to time. The Company’s Chief Executive Officer shall be entitled to attend meetings, except when the Chairman of the Committee deems it inappropriate, but shall not be entitled to vote on any matter before the Committee. The Board shall appoint one of the Committee members Chairman of the Committee or, absent such appointment, a Chairman shall be appointed by the Committee members.

FUNCTIONS AND AUTHORITY

In carrying out its purpose, the Committee shall have the following responsibilities and authority (it being understood that the Committee may condition its approval of any compensation on Board ratification to the extent so required to comply with applicable tax law):

1. To establish and periodically review an executive compensation philosophy for the Company which is effective in attracting, motivating, and retaining key officers, links pay to business strategy and performance, and is administered in a fair and equitable fashion in the shareholder’s interests. As part of this, the Committee will annually review and recommend to the Board for approval, for the Chief Executive Officer

(“CEO”) and the other executive officers of the Company, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, and (d) any special or supplemental benefits. The Committee shall also review and approve employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate.

2. Review the Company’s equity incentive compensation and other stock-based plans and recommend changes in such plans to the Board as determined by the Committee. To administer the stock and other equity-type incentive compensation plans of the Corporation including the stock option and stock purchase plans of the Company, and to take all action required or deemed desirable to be taken in implementing said plans, including the designation of participants and establishment of the terms of any agreements used thereunder.
3. Annually, review and recommend to the Board corporate goals and objectives relevant to the compensation of the CEO and evaluate the performance of the CEO each year against such goals and objectives, soliciting other outside director’s input in the process. Also, the Committee shall recommend to the board the CEO’s compensation levels based on this evaluation.
4. Annually, review and make recommendations concerning the compensation levels and benefits, including perquisites, incentive compensation plans and other stock-based plans, of all executive officers. The Committee shall also administer the executive compensation policies and management incentive programs of the Company. At least once every four (4) years, the Committee shall retain an expert independent consultant to review executive officer compensation and provide a written report with recommendations to the Committee, who shall review the report. The report may include suggestions about the design of compensation programs in light of market trends in executive compensation. Any consultant selected by the Committee shall receive no more than 10% of its gross revenues from consulting services from the Company.
5. Review and recommend to the Board any new employee benefit plan or change to an existing plan that creates a material long-term financial commitment by the Company or any subsidiary. The Committee may review periodically the Company’s material benefit plans, the appropriateness of the allocation of benefits under such plans, and the extent to which such plans are meeting their intended objectives.
6. Consult with and seek advice from the Company’s senior management concerning the appropriateness and usefulness of the Company’s human resource policies and compensation plans, and consult with senior management and other appropriate persons, including external consultants, regarding appropriate human resources planning and incentives for a higher-performing workforce.
7. To comply with SEC reporting requirements in the Company’s annual proxy by:

- Preparation of a report on executive compensation which report shall comply with applicable laws and regulations. This report to include:
 - Powerwave's executive compensation philosophy. A discussion of Powerwave's executive compensation program elements.
 - Powerwave's policies regarding the specific relationship of corporate performance to executive compensation.
 - Actions taken during the past year with respect to any executive program element.
 - Developing all required charts and graphs under SEC standardized formats for the reporting on executive pay and company stock performance.
 - Review, discuss with management and approve the CD&A.
 - Reviewing and discussing with management any "say on pay" or "say when on pay" proposals that are included in the Company's proxy statements.
8. To solicit the opinions of such advisors and consultants as the Committee deems necessary to carry out its responsibilities.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

PROCEDURES AND MEETINGS

The Committee is empowered to adopt its own rules of procedure which shall not be inconsistent with the Bylaws of the Corporation, resolutions of the Board of Directors, or appropriate government regulations. The Committee will hold at least one regular meeting per year and additional meetings as the Chairman or Committee may deem necessary. Absent extenuating circumstances, the Chairman of the Committee shall attend each meeting in person or telephonically.

COMMUNICATION WITH BOARD

It shall be the responsibility of the Committee Chairman to keep the Chairman of the Board informed promptly of the deliberations and conclusions of the Committee to the extent appropriate.

MINUTES

Minutes of each meeting shall be kept and distributed to each member of the Board of Directors. The Chairman of the Committee shall report on each meeting.

RESOURCES

The Committee shall have the right to use reasonable amounts of time of the Company's internal and independent accountants, internal and outside lawyers and other internal staff and also shall have the right to hire independent compensation experts, lawyers and other consultants to assist and advise the Committee in connection with its responsibilities. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors employed by the Committee.