



## GILAT SATELLITE NETWORKS LTD.

### STOCK OPTION COMMITTEE CHARTER

#### **I. Purpose**

The Stock Option Committee is a standing committee of the Board of Directors. The purpose of the Stock Option Committee is to review and oversee the Company's stock option plans.

#### **II. Membership**

The Stock Option Committee shall be comprised of at least 3 directors, each of whom shall satisfy the applicable independence requirements under Nasdaq rules and under applicable US securities laws and rules.

The Stock Option Committee shall appoint a chairperson.

The Stock Option Committee members may be removed by the Board of Directors, with or without cause.

#### **III. Meetings**

The Stock Option Committee shall meet at least two times per year. Additional meetings may be scheduled as required. Minutes for all meetings of the Stock Option Committee shall be prepared to document the Stock Option Committee's discharge of its responsibilities. The Stock Option Committee chairperson shall report to the Board of Directors annually and as otherwise requested by the Chairman of the Board of Directors.

#### **IV. Duties and Responsibilities**

The following shall be the principal duties and responsibilities of the Stock Option Committee:

1. *Equity-Based Compensation Philosophy and Programs.* In consultation with senior management, the Stock Option Committee shall review, oversee, and make recommendations regarding the Company's equity-based compensation plans.

2. *Administration of Equity-Based Compensation Plans.* The Stock Option Committee shall administer the Company's equity-based compensation plans, including (a) determining any equity-based awards to be granted to members of senior management and any other employees so recommended by senior management under any such plan, (b) approving and granting equity-based awards to employees and non-employees of the

Company, and (c) approving all modifications to the terms or conditions of any equity-based award or award agreement.

3. *Committee Performance Evaluation.* The Stock Option Committee shall evaluate its own performance on an annual basis and develop criteria for such evaluation.

4. *Charter Review.* The Stock Option Committee shall review the adequacy of this Charter annually, and submit any proposed changes to the Board of Directors for approval.

5. *Other Duties.* The Stock Option Committee shall also carry out such other duties as may be delegated to it by the Board of Directors from time to time.

## **V. Authority**

In discharging its duties and responsibilities as described herein, the Compensation Committee shall have the authority to select and retain external counsel, compensation consultants, or other experts. The Compensation Committee shall have the authority to receive appropriate funding, as determined by the Compensation Committee, from the Company for the payment of compensation to any firm, advisor, or expert retained pursuant to this Charter.

When appropriate to carry out its responsibilities, and as permitted under applicable law and rules, the Compensation Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Compensation Committee.