

## Frequency Electronics, Inc.

### Charter of the Compensation Committee

#### Purpose

The primary function of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Frequency Electronics, Inc. (the “Company”), is to oversee the Company’s overall compensation structure, policies and programs, and to assist the Board in fulfilling its responsibilities with respect to (i) establishing and reviewing the Company’s long-term incentive plans, (ii) evaluating the performance of and recommending the compensation for the Company’s President and Chief Executive Officer (the “CEO”) and other executive officers of the Company and (iii) producing the report on named executive officer compensation required to be included in the Company’s annual report on Form 10-K or proxy statement. The Committee also shall perform such other functions as may be delegated to it under resolutions or other directives of the Board.

#### Organization

The Committee shall be appointed by the Board from time to time and shall consist of two or more directors. Each member of the Committee shall be an independent director, as defined under the Nasdaq Stock Market’s listing standards and determined by the Board. In affirmatively determining the independence of any director who will serve on the Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a member of the Committee, including, but not limited to, the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director, and whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. In addition, each member of the Committee must qualify as (i) a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (ii) an “outside director” (as defined under Section 162(m) of the Internal Revenue Code as in effect prior to the enactment of the Tax Cuts and Jobs Act (“Section 162(m)”)), if necessary or advisable with respect to any compensation intended to be “performance-based compensation” under Section 162(m), or abstain from the actions of the Committee, as the Committee shall determine, in order to comply with Rule 16b-3 under the Exchange Act or Section 162(m), as applicable. The Board shall appoint one member of the Committee as the Chair.

The Committee shall meet at least annually, with additional meetings held as and when necessary.

The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agenda, maintaining meeting minutes and making regular reports to the Board.

The Committee shall have the authority to retain and approve the fees and retention terms of external legal, financial, accounting and other consultants or advisors as it deems appropriate, including any compensation consultant to be used to assist in the evaluation of executive compensation or the compensation of the CEO, without seeking the approval of the Board or management. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee. The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other advisor to the Committee, and the authority granted hereunder shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties. When retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Committee shall take into consideration the factors specified in Nasdaq Rule 5605(d)(3)(D) and whether any such compensation consultants, outside counsel or other advisors have any conflict of interest (and, if so, how any such conflict of interest is being addressed) in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Committee may retain, or receive advice from, any compensation consultant or other advisor it prefers, including compensation consultants or advisors that are not independent, after considering the specified factors. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to any compensation consultant and any other external legal, financial, accounting or other consultants or advisors to the Committee.

The Committee shall have complete access to the books, records, facilities and management of the Company. The Committee may invite members of management or others to attend the Committee's meetings and provide pertinent information as appropriate.

Each member of the Committee is entitled to rely in good faith on the Company's records and information, opinions, reports or statements presented by any of the Company's officers or employees, or by any other person as to matters that such member of the Committee reasonably believes are within such other persons' professional or expert competence and who have been selected with reasonable care by or on behalf of the Committee or the Company. Each member of the Committee also may rely in good faith on actions taken by other committees of the Board as delegated to such other committees under the resolutions and other directives of the Board.

### **Authority and Responsibilities**

The Committee shall have the following authority and responsibilities:

To oversee the Company's overall compensation structure, philosophy, policies and programs, and assess whether the Company's compensation structure establishes appropriate incentives for management and employees.

To review and evaluate the CEO's performance in light of the Company's goals and objectives, which shall be reviewed and approved annually by the Committee, and determine and approve the CEO's compensation (including base salary, incentive compensation and equity-based awards). The CEO may not be present during voting or deliberation by the Committee regarding his or her compensation.

To oversee, review and approve, in consultation with the CEO, the compensation (including base salary, incentive compensation and equity-based awards) of all executive officers of the Company in addition to that of the CEO. No executive officer of the Company may be present during voting or deliberation by the Committee regarding his or her compensation

In evaluating the compensation of the CEO and other named executive officers of the Company, to consider the results of the most recent stockholder advisory vote on executive compensation (a “Say on Pay Vote”) required by Section 14A of the Exchange Act.

To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on the frequency of Say on Pay Votes, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company’s proxy statement.

To review and make recommendations to the Board regarding the adoption, amendment and termination of stock option plans, stock appreciation rights plans, pension and profit sharing plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and other similar programs (“Compensation Plans”), and when appropriate or required, recommend any such Compensation Plans for approval by the stockholders of the Company.

To oversee, review and approve the Company’s long-term incentive plans and all other equity-based compensation plans, and exercise such power and authority as may be permitted or required under such plans.

To review the Company’s incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate any such risk.

To review and discuss with management the Company’s Compensation Discussion and Analysis (“CD&A”) and related named executive officer compensation information, determine whether to recommend to the Board that the CD&A and related named executive officer compensation information be included in the Company’s annual report on Form 10-K or proxy statement and produce the Committee’s report on named executive officer compensation required to be included in the Company’s annual report on Form 10-K or proxy statement.

To review and make recommendations to the Board regarding any employment agreements or severance arrangements or plans, including any benefits to be provided in connection with a change of control, for the CEO and other executive officers.

To review and approve any clawback policy allowing the Company to recoup compensation paid to employees.

### **Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as

the Committee may deem appropriate and consistent with applicable regulations, laws and listing standards.

### **Performance Review and Charter**

The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter, and, in consultation with the Nominating and Corporate Governance Committee, periodically review the adequacy of this charter and recommend any proposed changes to the Board.