



COMPENSATION COMMITTEE CHARTER

I. PURPOSE

This Charter sets forth the composition, authority, duties and responsibilities of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Resonant Inc. (the “**Company**”). The purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to the compensation and benefits provided to members of the Company’s management team, including its officers and other employees and service providers, the development of capable leadership, and the appointment, compensation and oversight of compensation advisors.

The Committee will undertake those specific duties and responsibilities listed below and such other duties and responsibilities as the Board may from time to time prescribe. The Committee may also perform any other activities, consistent with this Charter, the Company’s charter documents and applicable laws, regulations and listing standards as the Committee or the Board deems appropriate.

II. MEMBERSHIP

The Committee will be comprised of at least three (3) members of the Board, each of whom is a non-employee director. Each member of the Committee shall be appointed by the Board to serve until his or her successor is duly appointed or until such member’s earlier retirement, resignation or removal. The Board may remove any member of the Committee at any time with or without cause.

Each member of the Committee shall be independent in accordance with Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and The Nasdaq Stock Market, Inc. Marketplace Rules (the “**Nasdaq Rules**”). In addition, at least two members of the Committee must qualify as a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act and as an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, as amended.

In selecting members of the Committee, the Board will determine that each member has the appropriate qualifications, independence and interest to carry out his or her duties and responsibilities under this Charter. Prior service experience, attributes or skills on the Committee or a compensation committee of another company, or service with another company involving executive compensation matters will also be considered.

The Board may designate a chairperson of the Committee. In the absence of such designation, the Committee may designate a chairperson by a majority vote of the Committee members.

III. AUTHORITY

In discharging its duties and responsibilities, the Committee may conduct or authorize investigations into, or studies of, any matters of interest or concern that the Committee or Board deem appropriate. In connection with this responsibility, the Committee will have unrestricted access to the Company's facilities, personnel, books and records.

The Committee has the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, legal counsel or other advisor retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its compensation consultants, legal counsel or other advisors and to otherwise perform its duties and responsibilities under this Charter.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Committee (other than in-house legal counsel) only after taking into consideration the factors specified in Nasdaq Rule 5605(d)(3)(D) (or any successor to such Nasdaq Rule). The Committee may retain, or receive advice from, any compensation consultant, legal counsel or other advisor that it prefers, including advisors that are not deemed independent, after considering the factors specified in Nasdaq Rule 5605(d)(3)(D) (or any successor to such Nasdaq Rule). Notwithstanding the foregoing, the Committee is not required to conduct an independence assessment for a compensation consultant, legal counsel or other advisor that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees and/or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the advisor and about which the advisor does not provide advice.

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 to the Committee pursuant to this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Any advisors retained by the Committee will report directly to the Committee and may be terminated in the discretion of the Committee.

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 in its sole discretion.

IV. RESPONSIBILITIES AND DUTIES

The overall responsibilities and duties of the Committee shall include the following domains and specific duties:

- Establish the Company's executive compensation philosophy, oversee the Company's processes and procedures for consideration and determination of executive and director compensation and review and approve all executive compensation (other than the compensation of the Company's Chief Executive Officer (the "CEO")) and submit it to the Board for its information. In the case of CEO compensation, the Committee shall review and recommend such compensation for approval by the Board. In considering and reviewing executive compensation, the Committee shall take into account the objectives of the Company's compensation programs and all factors it deems relevant to the determination of executive compensation including:
 - What the Company's compensation program is designed to reward;
 - Each element of compensation and why the Company pays each element;
 - How the Company determines the amount to pay for each element; and
 - How each compensation element and the Company's decisions regarding that element fit into the Company's overall compensation objectives and affect decisions regarding other elements.
- Annually, and without the CEO present, review and evaluate the CEO's performance relative to Company goals and objectives, review and discuss the results of such evaluation with the CEO, establish the individual elements of the CEO's total compensation based, in part, on this evaluation and review and recommend CEO compensation for approval by the Board.
- Administer and implement the Company's incentive compensation plans and equity-based plans, including, but not limited to:
 - establishing the performance objectives and weightings utilized in such plans and reviewing achievement of such performance objectives;
 - determining the form of payouts under such plans;
 - approving form award agreements to be used to document awards;
 - approving option grants and restricted share or other awards;
 - interpreting the plans;
 - determining rules and regulations relating to the plans, including establishing grant processes and procedures;
 - approving the modification or cancellation of existing grants or awards; and
 - imposing limitations, restrictions and conditions upon any grant or award as the Committee deems necessary or advisable.

- Review and monitor the Company's employee benefit plans and policies, provide oversight of any employee benefit plan, and review and approve adoptions of, and any material amendments to such plans.
- Advise on the setting of compensation for officers whose compensation is not subject to Committee approval.
- Review and approve, for the CEO and other executive officers of the Company, employment agreements, severance agreements and change in control agreements.
- Periodically evaluate and recommend to the Board appropriate compensation for the Company's directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
- Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
- Perform other responsibilities reasonably related to the responsibilities specified above or otherwise delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.
- To the extent required by the Exchange Act and the rules and regulations of the Securities and Exchange Commission, review the Company's Compensation Discussion and Analysis ("CD&A") and related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K or proxy statement, as applicable, and produce the compensation committee report on executive officer compensation required to be included in the Company's annual report on Form 10-K or proxy statement, as applicable.

V. MEETINGS

The Committee will meet as often as necessary to carry out its duties and responsibilities, and hold a minimum of two scheduled meetings per year, including executive sessions. Meetings may be called by any Committee member or by Company management upon due notice to each member of the Committee at least 48 hours prior to the meeting, unless waived in writing. A majority of the total number of members of the Committee will constitute a quorum for all Committee meetings, and a quorum can act on behalf of the Committee. The Committee may meet in person or telephonically and may also take action and make recommendations by written, emailed, or electronically delivered consent in lieu of a meeting.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide information that the Committee requests. However, the Committee shall also meet regularly in executive session without the officers or other employees of the Company present. The CEO may not be present during voting or deliberations of the Committee regarding the compensation of the CEO.

Each Committee member will undertake an annual self-assessment to evaluate how well the Committee has fulfilled its purpose during the previous year. Self-assessment findings will be shared with other members of the Committee and reported to the full Board for review.

VI. MINUTES

The Committee shall maintain written minutes of its meetings and actions by unanimous written consent, which will be filed with the minutes of the meetings of the Board.

VII. REPORTS

The Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.

VIII. COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Special compensation given to a non-employee director for service on the Committee shall not disqualify him or her from serving on the Committee.

IX. CHARTER REVIEW

The Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee determines are appropriate.

X. LIMITATIONS OF COMMITTEE'S ROLE

Committee members are not deemed to have accepted a duty of care greater than the duty of other directors. Nothing contained in this Charter is intended to alter the operation of the "business judgment rule" as interpreted under Delaware law.

Adopted Effective August 7, 2017