

**AMENDED AND RESTATED**  
**COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER of the**  
**Compensation and Human Resources Committee of the Board of Directors of Viasat, Inc.**

**I. Purpose**

The purpose of the Compensation and Human Resources Committee (the “Committee”) of the Board of Directors (the “Board”) of Viasat, Inc. (the “Company”) is to assist the directors in fulfilling their responsibilities by (1) evaluating and approving or recommending to the Board for approval the compensation plans, policies and programs of the Company, especially those bearing on executive compensation, (2) evaluating and approving or recommending to the Board the compensation of the executive officers of the Company, and (3) producing an annual report on executive compensation for inclusion in the Company’s proxy materials in accordance with applicable rules and regulations.

In addition to the specific powers and responsibilities delegated to the Committee in this Charter, the Committee shall also carry out and may exercise any other powers or responsibilities as are assigned by law, the Company’s charter or bylaws or as may be delegated to it by the Board from time to time. 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 further Board approval, and any decision (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be made by the Committee in its 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.

**II. Membership**

The Committee shall be comprised of at least two directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall (1) qualify as independent under the Nasdaq listing requirements, (2) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (3) meet all other eligibility requirements of applicable laws, and (4) be otherwise free from any relationship that, in the business judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member. Members of the Committee must, in the business judgment of the Board, have a combination of business and employee-management experience that would be valuable in providing broad direction to the Board on matters related to compensation for non-employee directors and for the executive officers of the Company and advising the Board on executive compensation matters.

The members of the Committee shall be appointed by the Board. Unless a Chairperson of the Committee (the “Chairperson”) is designated by the Board, the Committee may designate a Chairperson by a majority vote of the full Committee membership.

**III. Specified Duties**

To fulfill its responsibilities, the Committee shall be responsible for:

- (1) proposing, reviewing and approving or recommending to the Board any changes to the compensation philosophy of the Company;
- (2) proposing, reviewing and approving or recommending to the Board corporate goals and objectives and revisions thereto relating to the compensation of the Company's executive chairman, chief executive officer and the other executive officers (as such term is defined in Rule 16a-1 promulgated under the Exchange Act), and evaluating the performance of such officers in light of these goals and objectives;
- (3) reviewing and approving the compensation for the Company's executive chairman, chief executive officer and the other executive officers;
- (4) reviewing and recommending to the Board the compensation of the members of the Board;
- (5) overseeing, reviewing and approving or recommending to the Board actions required to manage all Company incentive compensation and equity-based plans and arrangements and employee pension and benefit plans;
- (6) overseeing, reviewing and approving or recommending to the Board actions required to manage all grants of perquisite benefits;
- (7) overseeing, reviewing and approving or recommending to the Board actions required to manage all executive officer and director indemnification and insurance matters;
- (8) overseeing, reviewing and approving or recommending to the Board actions required to manage any employee loans;
- (9) taking any action directed by the Board related to the foregoing responsibilities;
- (10) reviewing and discussing with management the Company's compensation discussion and analysis to be included in the Company's annual proxy statement or Annual Report on Form 10-K; and
- (11) preparing and approving the Report of the Compensation Committee to be included as part of the Company's annual proxy statement.

The Committee's responsibility for overseeing and reviewing Board-approved employee benefit plans includes the responsibility for their general administration, annual review of the plans, recommendations for establishment or changes in performance targets for Company executive officers and other key employees when appropriate, and approval or recommendations to the Board for changes, including recommendations for termination of compensation plans when appropriate.

All annual plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, assessing the performance

of the plan's internal and external administrators if any duties have been delegated, and formally recommending to the Board any plan changes.

#### **IV. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall, subject to the following paragraphs, be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee or to specified executive officers of the Company. All proposed delegations must be adopted by a resolution of the Committee and reviewed for compliance with the relevant plan and Delaware corporate law by the Company's legal, tax and accounting departments before they are voted upon at meetings. The resolution shall specify which duties are being delegated, to whom the duties are delegated, and which oversight powers the Committee retains.

#### **V. Meetings and Procedures**

The Committee shall meet on a regularly scheduled basis at least four times annually, with one meeting to be held in each fiscal quarter of the year, and on such other occasions as circumstances may dictate or the members of the Committee may from time to time determine. Meetings of the Committee shall be held upon call by the Chairman of the Board or the Chairperson of the Committee. A quorum of the Committee shall consist of a majority of the members of the Committee in office at the time of any meeting and the vote of a majority of the members of the Committee present at the time of a vote, if a quorum is present at that time, shall be the act of the Committee. The Chairperson or, in his or her absence, another member chosen by the attending members, shall preside at each meeting and set the agendas for Committee meetings.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee but may not vote and shall not participate in any discussion or deliberation unless invited to do so by the Committee; provided, that the chief executive officer may not be present during voting or deliberations on his or her compensation. The Committee may, at its discretion, include in its meetings members of the Company's management, members of the Company's legal, tax and accounting departments and any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall have the sole authority, as it deems appropriate, to retain and/or replace, as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisors ("compensation advisers") that the Committee believes to be necessary or appropriate. The Committee shall be responsible for the appointment, compensation and oversight of the work of any compensation advisers retained by the Committee. Subject to any exceptions under Nasdaq listing standards, prior to selection and engagement of any

compensation adviser, the Committee shall undertake an analysis of the independence of each such compensation adviser under the independence factors specified in the applicable requirements of the Exchange Act and the Nasdaq listing standards. The Committee may utilize the services of the Company's regular legal counsel or other advisers to the Company and is not required to retain compensation advisers who are independent of the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any compensation advisers retained by the Committee.

The Chairperson shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

When planning to approve or recommend to the Board the grant of any and all forms of equity compensation, modify or rescind any equity grants, or propose the making, modification or rescinding of loans to employees, the Committee shall have the authority to consult the Company's legal, tax and accounting departments before making such recommendations.

## **VI. Evaluation of Performance of Compensation Committee**

1. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

2. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.