

RADCOM LTD.

COMPENSATION COMMITTEE CHARTER

(Amended and restated February 16, 2021)

The board of directors (the “**Board**”) of RADCOM Ltd. (the “**Company**”) has constituted and established a compensation committee (the “**Committee**”) with the authority, responsibility and duties as described in this Compensation Committee Charter (this “**Charter**”).

This Charter does not derogate from nor supersede, and instead will be read in conjunction with, the terms set forth in the Company’s Compensation Policy for Executive Officers and Directors (the “**Compensation Policy**”), as shall be adopted and amended from time to time by the Company’s shareholders, in accordance with the requirements set forth under the Israeli Companies Law, 5759-1999, and the regulations promulgated thereunder, as may be amended from time to time (the “**Companies Law**”). If any term of this Charter contradicts the requirements under the Companies Law relating to the Compensation Policy, or the Compensation Policy itself, then the terms of the Companies Law and the Compensation Policy, as applicable, will prevail.

I. Purpose

The purpose of the Committee is to assist the Board in fulfilling its responsibilities related to the compensation of the Company’s “office holders” (as defined under the Companies Law, “**Office Holders**”) as well as other individuals who are “executive officers” as defined (“**Executive Officers**”) under the Securities and Exchange Act of 1934, as amended, to assist the Board in administering the Company’s equity incentive plans and to make such other determinations in respect of compensation, compensation practices and related matters as may be required by a compensation committee under the rules of Nasdaq Stock Market and the Companies Law.

II. Duties and Responsibilities

The Committee shall take such actions as it deems advisable in order to fulfill its purposes and carry out its duties in accordance with applicable law. Specifically, the Committee shall:

- Recommend to the Board a compensation policy for Executive Officers and Office Holders, including renewal and reassessment thereof.
- Be responsible for the approval (or recommendation to the Board and/or shareholders, as applicable), of the terms of compensation of Office Holders, and if applicable, Executive Officers, including base salary, bonuses, equity based compensation and related benefits and awards.
- Establish the annual or special bonus formulas to the each of Company’s chief executive officer (the “**CEO**”) and other Office Holders, which shall be based on predetermined goals and objectives and which shall be reviewed at least annually, the majority of which shall be linked to the performance of the Company.
- Oversee the development and implementation of Company compensation policies in light of all relevant circumstances and recommend to the Board any amendments or modifications to the compensation policies that the Committee deems appropriate, subject to the Compensation Policy.
- Be responsible for the approval, if appropriate, of certain related party actions and transactions relating to executive compensation in accordance with the Companies Law,

including granting of relief from shareholder approval where permissible under the Companies Law.

- Be responsible for administration of the Company's equity-based incentive plans, including the review and approval thereof (or recommending to shareholders, if required under the Companies Law) of changes to such plans, the adoption of new plans and related matters.
- Recommend to the Board (or to shareholders, if required under the Companies Law) the amount, form and terms of compensation and equity-based awards to be granted to the Company's employees, Office Holders and Executive Officers.

III. Membership and Authority

1. Number. The Committee shall be comprised of at least three (3) members of the Board. The number of members of the Committee shall be determined from time to time by the Board.

2. Qualification. Except as otherwise permitted by applicable law, including the Nasdaq Listing Rules (as amended from time to time, the "**Nasdaq Rules**"), each member of the Committee shall:

- be an "independent director" (as such term is defined in applicable Nasdaq Rules and the applicable rules and regulations of the Securities and Exchange Commission, and other applicable law, except as otherwise permitted under such rules or applicable law) and not accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof (except as allowed under Nasdaq Rules). 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 compensation committee member.
- in the judgment of the Board, (i) have experience that would be helpful in addressing the matters delegated to the Committee and (ii) not have an affiliation (with the Company, a subsidiary thereof or an affiliate of a subsidiary) that would impair the director's judgment as a member of the Committee.

3. Appointment and Removal. Subject to applicable law, the members of the Committee shall be appointed and removed (with or without cause) by the Board. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this Committee. The Board may fill vacancies occurring, for whatever reason. All rights available to members of the Committee in their capacities as directors of the Company shall be fully applicable with respect to their service on the Committee or any subcommittee thereof.

4. Chairperson. Unless the Board elects a Chairperson of the Committee, the members of the Committee shall appoint a Chairperson by majority vote.

5. Independent Advisors.

5.1 The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such retained advisors.

5.2 Except as permitted under Nasdaq Rules¹, the Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors: (i) the provision of other services to the Company by the person that employs such adviser; (ii) the amount of fees received from the Company by the person that employs such adviser, as a percentage of such person's total revenues; (iii) the policies and procedures of the person that employs such adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of such adviser with a member of the Committee; (v) any shares of the Company owned by such adviser; and (vi) any business or personal relationship of such adviser, or the person employing the adviser, with an executive officer of the Company.

5.1 Nothing herein shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (ii) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties. Except as permitted under Nasdaq Rules, the Committee is required to conduct the independence assessment outlined above with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than in-house legal counsel. However, nothing herein requires such advisers to be independent, only that the Committee consider the enumerated independence factors before selecting, or receiving advice from, a compensation adviser.

5.3 The Committee may select, or receive advice from, any compensation adviser it prefers, including ones that are not independent, after considering the independence factors outlined above.

5.4 The Committee is empowered, without further action by the Board, to cause the Company to pay and provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

6. Subcommittees. Subject to applicable law, the Committee may delegate its authority to subcommittees established from time to time by the Committee. Such subcommittees shall consist of one or more members of the Committee and shall report to the Committee.

IV. Meetings and Procedures

1. Meetings. The Committee will meet as often as the Committee or its Chairperson deem necessary in order to carry out its duties, either in person, via teleconference or similar means of communication pursuant to which all members attending can communicate with each other. In lieu of a meeting, the Committee may act by unanimous written consent. Without derogating from the foregoing, the Committee shall meet at the request of (i) any member of the Committee or (ii) the Board. A majority of the total number of then-serving members of the Committee shall constitute a quorum.

The approval of a majority of such quorum shall constitute a valid act of the Committee at a duly held Committee meeting.

¹ Under Nasdaq Rules, the Committee is not required to conduct an independence assessment for a compensation adviser 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: (a) 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 (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

2. Reports; Minutes. The Committee shall report to the Board with respect to its meetings, decisions and recommendations. Decisions or recommendations that require approval of the Board will be brought to the knowledge of directors a reasonable time before the discussion thereof at the Board meeting. The Committee shall maintain minutes of its meetings and provide to the Board copies of such minutes and any resolutions adopted in writing pursuant to applicable law and the Company's Articles of Association.

3. Attendees. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate, except that each of the CEO and the Chairmen of the Board shall not be present during deliberation and voting regarding his or her compensation. Notwithstanding the foregoing, persons who cannot qualify as members of the Committee may not attend the Committee's meetings unless the Chairperson determines, to the extent permitted by applicable law, that such person is required in order to present a certain matter.

4. Charter. The Committee shall review and reassess the adequacy of this Charter, from time to time as it deems appropriate, and recommend any proposed changes to the Board for approval.

V. Interpretation; Definitions

To the extent any of the provisions included herein is a description or summary of any applicable law or is intended to recite the provisions of any applicable law, then in the event of any inconsistency, contradiction or any other conflict between the provisions herein and the provisions of such applicable law, then the provisions of such applicable law shall prevail and supersede and shall be deemed to constitute an integral part of this Charter. In the event that any such provision of applicable law is amended to include any relief or exclusion, then, such relief and exclusions shall be deemed to constitute an integral part of this Charter, whether or not such conflict, inconsistency or contradiction arises.

Any references to any law, statute or regulation are to it as amended, supplemented or restated, from time to time (and, in the case of any law, to any successor provisions or re-enactment or modification thereof being in force at the time); any reference to "law" shall include any supranational, national, federal, state, local, or foreign statute or law and all rules and regulations promulgated thereunder (including, any rules, regulations or forms prescribed by any governmental authority); and any reference to "law" shall be read subject to the Company's articles of association, as amended from time to time.

If any term of this Charter contradicts the requirements under the Companies Law relating to the Compensation Policy, or the Compensation Policy itself, then the terms of the Companies Law and the Compensation Policy, as applicable, will prevail.

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