



## AVID TECHNOLOGY, INC.

### COMPENSATION COMMITTEE CHARTER

#### A. PURPOSE

The purpose of the Compensation Committee is to discharge the responsibilities of the Board of Directors relating to compensation of the Company's executive officers.

#### B. STRUCTURE AND MEMBERSHIP

1. Number. The Compensation Committee shall consist of at least two members of the Board of Directors.
2. Independence. Except as otherwise permitted by the applicable rules of the Nasdaq Stock Market, each member of the Compensation Committee shall be an "independent director" as determined in accordance with the applicable rules of the Nasdaq Stock Market, and each of whom shall otherwise satisfy the compensation committee composition requirements of the Nasdaq Stock Market and the Securities and Exchange Commission.
3. Chair. Unless the Board of Directors elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote.
4. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominating and Governance Committee. The Board of Directors may remove members of the Compensation Committee from such committee, with or without cause.

#### C. AUTHORITY AND RESPONSIBILITIES

1. General. The Compensation Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management and the Committee's outside advisers, in accordance with its business judgment.
2. Compensation Matters.
  - (a) Executive Officer Evaluation and Compensation. The Compensation Committee shall have the authority to approve (i) compensation for the Chief Executive Officer ("CEO") and other executive officers of the Company, and (ii) employment, change-in-control and severance agreements or arrangements for the CEO and other executive officers requiring approval by the Board of Directors or Compensation Committee under applicable rules. The CEO may not be present during deliberations or voting on his or her compensation.

- (b) Plan Recommendations. The Compensation Committee shall periodically review and take actions with respect to the adoption, amendment, administration and termination of incentive-compensation plans in which the Company's executive officers participate and all equity-based plans.
- (c) Plan Administration. The Compensation Committee may exercise all rights, authority and functions of the Board of Directors under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by a plan or resolution of the Board of Directors, the Compensation Committee shall not be authorized to amend any such plan.
- (d) Director Compensation. The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to director compensation.
- (e) Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board; Compensation Committee Report. The Compensation Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by the rules of the Securities and Exchange Commission (the "CD&A"). The Compensation Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K or proxy statement on Schedule 14A, and shall prepare the related annual Compensation Committee Report required by the rules of the Securities and Exchange Commission.
- (f) Risk Evaluation. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
- (g) Additional Powers. The Compensation Committee shall take such other action with respect to compensation matters as may be delegated from time to time by the Board of Directors.

#### **D. PROCEDURES AND ADMINISTRATION**

1. Meetings. The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and

(b) a subcommittee consisting of at least two members, each of whom qualifies as a “non-employee director,” as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act, and an “outside director,” as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder).

3. Reports to Board. The Compensation Committee shall report regularly to the Board of Directors. In addition, the Compensation Committee shall report on any action that it takes with respect to the compensation of, or grants of equity incentives to or other arrangements with, executive officers of the Company at the next regularly scheduled meeting of the Board of Directors.
4. Charter. The Compensation Committee shall review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
5. Consulting Arrangements. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, which person may be the regular adviser to the Company. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Company must 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. 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 the compensation consultant, legal counsel or other adviser;
  - (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
  - (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
  - (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
  - (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The foregoing shall not be required prior to the selection or receipt of advice from either (i) in-house legal counsel, or (ii) 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 the Company's executive officers or directors and that is available generally to all salaried employees of the Company, and/or (b) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

The Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

The foregoing shall not be construed to require that any compensation consultant, legal counsel or other compensation adviser be independent, only that the Committee consider the enumerated factors, as required, before selecting, or receiving advice from, any compensation adviser.

6. Investigations. The Compensation Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Compensation Committee or any advisers engaged by the Compensation Committee.

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