

THE KEYW HOLDING CORPORATION
COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of The KEYW Holding Corporation (the “Company”) is to carry out the responsibilities delegated by the Board to the Committee relating to the review and determination of all compensation policies, plans and programs as they affect the executive officers and to (i) establish the compensation and benefits of the Company’s Chief Executive Officer and other executive officers; (ii) monitor compensation arrangements applicable to the Company’s Chief Executive Officer and other executive officers in light of their performance, effectiveness and other relevant considerations, all in accordance with applicable laws, rules and regulations; (iii) administer the Company’s equity incentive plans; and (iv) exercise such other authority and responsibility related to executive compensation, as may be assigned to it from time to time by the Board.

Composition

Number and Qualifications. The membership of the Committee shall consist of at least three directors. Each Director who serves on the Committee must be affirmatively determined by the Board to meet the independence requirements established by applicable laws, regulations and listing requirements, including the requirements established by The NASDAQ Stock Market and the Securities and Exchange Commission, and any other independence requirements that may be established by the Board. In addition, the Committee members shall also satisfy (i) the “non-employee director” standard pursuant to regulations under Rule 16b-3 of the Securities and Exchange Act of 1934 and the “outside director” standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time.

No member of the Committee may accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries other than for services as a director of the Company or otherwise permitted under the listing standards of the Nasdaq Stock Market.

Appointment. The Board shall elect a chairperson (the “Chairperson”) and other members of the Committee on an annual basis, generally at the first meeting of the Board following the Company’s annual stockholders meeting. Committee members shall serve for such term or terms as the Board may determine or until earlier resignation or death. In determining whether a director is eligible to serve on the Committee, the Board shall also consider whether the director is affiliated with the Company, a Company subsidiary or an affiliate of a Company subsidiary in a manner that would impair the director’s judgment as a member of the Committee.

Removal. The Board may remove a member of the Committee, or replace the Chairperson, provided that the Board must, at all times, assure that the Committee will have a Chairperson and sufficient members to satisfy the requirements set forth above relating to the number and

qualifications of Committee members.

Committee Operations

Meeting Schedule. The Committee shall meet at least annually, and at the direction of the Chairperson or at the request of any other Committee member. The Committee may meet in person or by telephone conference call, and may act by unanimous written consent. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or similar communications equipment), action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board.

Agenda and Materials. The Chairperson shall approve the agenda for the Committee's meetings, and any member may suggest items for the Committee's consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.

Attendance at Meetings. At the discretion of the Chairperson, the Committee may invite any officer or employee of the Company, outside advisors or consultants, or any Directors who are not Committee members to attend a meeting of the Committee; provided that (i) the Company's Chief Executive Officer and any other executive officers may not be present during voting or deliberations regarding his or her compensation, (ii) the Committee Chairperson may ask non-Committee members to leave the meeting at any time and (iii) non-member Directors may not vote on any actions considered by the Committee.

Voting. A majority of the Committee members shall constitute a quorum. Each Committee member shall have one vote and actions at meetings may be approved by a majority of the members present.

Reporting to the Board. At the Board meeting following each Committee meeting, the Chairperson (or the Chairperson's designee) shall report to the full Board on the Committee's actions and recommendations.

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 of more subcommittees as the Committee may deem appropriate in its sole discretion.

Responsibilities and Duties

General Philosophy, Objectives and Policy and Annual Review. The Committee shall be responsible for setting the Company's general philosophy, objectives and policy regarding executive compensation and for reviewing, no less than annually, corporate goals and objectives relevant to compensation of the Chief Executive Officer and other executive officers (for these purposes, "executive officers" shall include the Company's "officers" within the meaning of Rule 16a-1(f) under the Exchange Act).

Responsibility for Determining Executive Compensation. The Committee shall be responsible for recommending the compensation (including salary, bonus, equity-based grants and any other long-term cash compensation) for the Corporation's Chief Executive Officer and for other

executive officers.

Process for Determining Compensation. In recommending compensation for the Chief Executive Officer and other executive officers, the Committee shall consider such factors as it deems relevant, including annual reviews of the Chief Executive Officer's and other executive officers' performance, in light of Company objectives, Company stockholders' interest, and applicable laws, rules and regulations. The Committee may also consult with other Directors as it sees fit.

Compensation Risk Assessment. The Committee shall review the Company's compensation policies and practices and assess whether such policies and practices are reasonably likely to have a material adverse effect on the Company and support the strategies and objectives of the Company.

Peer Group Comparison. The Committee shall periodically review and revise a peer group of companies against which to assess the Company's compensation programs and practices to ensure they are competitive and supportive of the Company's strategy and objectives.

Committee Report and Compensation Disclosure. The Committee shall exercise oversight of the Corporation's disclosures regarding executive compensation, including approving the report of the Committee on executive officer compensation to be included in the Corporation's annual proxy statement. The Committee shall review and discuss with management the Compensation Discussion and Analysis (CD&A) disclosure for the Corporation's annual proxy statement and/or annual report on Form 10-K, and, based on its review and discussions, may recommend to the Board of Directors that the Compensation Discussion and Analysis disclosure be included in the proxy statement for the annual meeting of stockholders and in the Corporation's annual report on Form 10-K (generally through incorporation by reference to the proxy statement). The Committee is also responsible to review and make recommendations regarding the Compensation Discussion and Analysis and the results of any stockholder advisory votes.

Employment and Other Agreements. The Committee shall review and make recommendations to the Board for any employment-related agreements, any proposed severance arrangements or change in control and similar agreements/provisions, and any amendments, supplements or waivers to the foregoing agreements, for the Chief Executive Officer and other executive officers, if applicable, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans. In connection with reviewing such proposed employment and other agreements for such executives, the Committee shall receive information regarding, among other things, the terms of the agreement, competitive practices and the potential financial implications of the employment agreement.

Benefits. The Committee shall review at least annually the benefits provided to the Company's Chief Executive Officer and other executive officers.

Incentive Compensation Plans. The Committee shall be responsible for reviewing and making recommendations regarding the implementation and administration of the Company's incentive compensation plans and equity-based plans in which directors, the Chief Executive Officer, other

executive officers and other employees of the Company and its subsidiaries may be participants. The Committee's role includes (a) approving option grants and restricted stock or other equity-linked awards, (b) interpreting the plans, (c) determining rules and regulations relating to the plans, (d) modifying or canceling existing grants or awards and (e) imposing limitations, restrictions and conditions upon any grant or award as the Committee deems necessary or advisable.

Selection of Compensation Consultants, Legal Counsel or Other Advisors. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, legal counsel or other advisor, and shall be directly responsible for the appointment, compensation and oversight of the work of any such consultant, counsel or other advisor retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to any compensation consultant, legal counsel (other than in-house counsel) or other advisor to the Committee. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any advisor or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties. The Committee shall take into consideration such factors as could affect independence of such consultant, counsel or advisor as may be identified from time to time in the rules and regulations of the SEC and listing standards of the Nasdaq Stock Market. However, nothing in this provision requires that any advisors be independent.

Conflicts of Interest. The Committee shall review and discuss with management, if appropriate, any conflicts of interest raised by the work of any compensation consultant, legal counsel or other advisor that had any role in determining or recommending the amount or form of executive or director compensation or was retained by the Committee or management and how such conflict is being addressed for disclosure in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

Stock Ownership Guidelines. The Committee will monitor compliance with the Company's stock ownership guidelines for the Company's Chief Executive Officer and other executive officers.

Clawback Policy. The Committee shall approve and oversee the application of the Company's clawback policy.

Say on Pay and Compensation-Related Proposals. The Committee shall oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes. The Committee shall provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting, including equity compensation plans.

Consider Shareholder Feedback on Executive Compensation. The Committee shall review the results of any Say-on-Pay votes and consider whether to make or recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.

Stockholder Engagement. The Committee shall oversee engagement with stockholders and proxy advisory firms on executive compensation matters.

Performance Evaluation and Charter Review. The Committee shall conduct an evaluation of the Committee's performance at least annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes and effectiveness. As part of this evaluation, the Committee shall also review this Charter. The Committee shall, as appropriate, make recommendations to management, the Nominating and Corporate Governance Committee, or the full Board as a result of its performance evaluation and review of this Charter.

Director Compensation. The Committee is responsible for reviewing the type and amount of compensation for non-employee Directors, making recommendations on non-employee Director compensation policies to the Board for its approval and authorizing actions consistent with the implementation of those policies.

Other Matters

Other Matters. The Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board. The scope of authority delegated herein to the Committee shall include the power to engage in other activities that are within the general scope of the Committee's responsibilities.

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Adopted by the Board effective April 30, 2010.

Revised effective May 10, 2018.