



AVAYA HOLDINGS CORP.

COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Avaya Holdings Corp. (the “Company”) on May 13, 2020.

This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, it is not intended to establish by its own force any legally binding obligations.

1. Organization

This Charter governs the operations of the Compensation Committee (the “Committee”) of the Board. Members of the Committee shall be members of, and appointed by, the Board, based on the recommendations of the Nominating and Corporate Governance Committee of the Board, to serve at the pleasure of the Board. Each member of the Committee shall qualify as an independent director under the rules of the New York Stock Exchange (“NYSE”) related to Compensation Committee independence and satisfy other requirements under the standards established by the NYSE and, as determined by the Board in its sole discretion, any other necessary standards of independence under the federal securities and tax laws. In addition, at least two members of the Committee shall qualify as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Committee members shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal by the Board. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chair of the Committee, and the Committee shall keep a separate book of minutes of its proceedings and actions.

The Committee shall meet at least four times annually, either in person or by teleconference, and more frequently as deemed necessary by the Chair of the Committee. All meetings shall be at the call of the Chair of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act upon approval of a majority of its members at a meeting at which a quorum is present. The Committee may also act in writing by the unanimous consent of its members.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee, to the extent permitted by applicable law, including, without limitation, the responsibility to administer equity and/or other benefit plans for Company officers and/or employees and the authority to utilize the services of third party administrators, consultants or other service providers. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate.

The Committee may meet in executive session outside the presence of the Company's executive officers. The Chief Executive Officer (the "CEO") and Senior Executives (as defined herein) shall not be present during the Committee's voting or deliberations on their own performance and/or compensation. 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 such information as the Committee requests.

The Committee may, in its sole discretion and at the Company's expense, retain and terminate such legal, accounting or other consultants or experts, including compensation consultants and/or executive search firms (collectively, the "Advisors"), as it deems necessary in the performance of its duties and without having to seek the approval of the Board. Before selecting any Advisor (other than in-house legal counsel), the Committee must (i) take into consideration all factors relevant to such Advisor's independence, including the specific independence factors identified in the listing standards established by the New York Stock Exchange to the extent the Company is subject to such standards and (ii) 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 or otherwise. The Committee shall be directly responsible for setting the compensation, and overseeing the work, of its Advisors. 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 compensation to its Advisors and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its Advisors, and the authority granted in 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.

2. Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation. In fulfilling its purpose, the Committee will seek to ensure that the Company's compensation and general human resource programs and practices are competitive and are effective in attracting, retaining and motivating highly qualified personnel.

3. Duties and Responsibilities

To fulfill its purpose, the Committee shall:

- 3.1 Establish and periodically review the Company's compensation philosophy.
- 3.2 Establish the total compensation package provided to the CEO. The Committee should review and approve the goals and objectives relevant to the CEO's compensation, evaluate at least annually the CEO's performance in light of those goals and objectives, and based on this evaluation determine and approve the CEO's compensation (including base pay adjustments, any annual and long-term incentive awards and equity compensation).
- 3.3 Together with the CEO, evaluate the performance of the Company's senior executives who are, as determined from time to time by the Board, subject to the provision of Section 16 of the Exchange Act (such executives, the "Senior Executives") (other than the CEO) and based on this evaluation, approve the total compensation package provided, and the actual compensation paid, to such Senior Executives (including base pay adjustments, any annual and long-term incentive awards and equity compensation).

- 3.4 In evaluating and determining compensation for the CEO and the other Senior Executives, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (“Say on Pay Vote”) required by Section 14A of the Exchange Act.
- 3.5 Approve employment agreements and severance arrangements and/or plans, including any change of control arrangements and/or plans, between the Company and its Senior Executives, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
- 3.6 Periodically review and approve any Senior Executive perquisites, retirement plans of the Company in which the CEO and other Senior Executives participate (if any) and any other form of compensation or benefits paid to Senior Executives (to the extent such compensation or benefits is not covered in the preceding sections of this Charter).
- 3.7 Review director compensation at least annually in relation to other comparable companies and in light of such other factors as the Committee may deem appropriate and make recommendations to the Board for approval of the total compensation for the non-employee directors of the Company.
- 3.8 Develop and recommend to the Board for approval guidelines for the CEO, Senior Executives and non-employee directors to own or retain designated amounts of Company stock. After the Board’s adoption of such guidelines, annually monitor compliance with such guidelines and periodically review such guidelines and recommend changes to the Board as deemed appropriate.
- 3.9 Develop and periodically review with the Board succession plans of the CEO, other Senior Executives and other key members of the Company’s senior management team, and assist the Board in developing, evaluating and approving candidate(s) for such leadership positions.
- 3.10 Monitor progress of the Company’s human capital management, including, among other things, management depth and strength assessment, leadership development, talent assessment, diversity and inclusion and the results of the Company’s employee surveys.
- 3.11 Review and approve all compensation plans and programs applicable to Senior Executives (but not plans or programs in which substantially all salaried employees of the Company are eligible to participate on substantially the same basis).
- 3.12 Review and approve, and when required by law, regulation or New York Stock Exchange or Securities and Exchange Commission (“SEC”) rule, recommend to the Board for approval, all equity-based plans and incentive compensation plans, and when appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company’s equity-based plans and incentive compensation plans, including designation of individuals or classifications of individuals to whom the awards are to be granted, the amount of the award or equity to be granted to the CEO and/or other Senior Executives and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.

- 3.13 Review and discuss with management the Company's Compensation Discussion and Analysis (the "CD&A") and recommend that the Board include the CD&A in the Company's proxy statements or other statements or reports filed with the SEC, as applicable. Produce and approve the Compensation Committee Report on Executive Compensation required to be included in the Company's proxy statements or other reports filed with the SEC and generally oversee compliance with the compensation reporting requirements of the SEC.
- 3.14 Review the Company's incentive compensation arrangements to determine whether they encourage participants to take excessive risks that are reasonably likely to have a material adverse effect on the Company.
- 3.15 Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency on Say on Pay Votes required by Section 14 of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
- 3.16 Administer all plans entitled to the exemption under Rule 16b-3 of the Exchange Act, including all stock option, restricted stock and deferred stock plans.
- 3.17 Administer and periodically review the Company's clawback policy and, as appropriate, recommend to the Board for approval clawback policy changes.
- 3.18 Monitor management's engagement with stockholders and proxy advisory firms on executive compensation matters.
- 3.19 On an annual basis, evaluate and discuss the Committee's performance relative to the Committee's purpose, duties and responsibilities, as described by this Charter.
- 3.20 Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board's Nominating and Corporate Governance Committee.

4. Miscellaneous

This Charter is not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.

Changes to this Charter may only be made with the approval of the Board.