

## **EXTREME NETWORKS, INC.**

### **CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS (As amended and restated on November 7, 2023)**

#### **I. PURPOSE**

This Charter specifies the scope of the responsibilities of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Extreme Networks, Inc. (the “Company”) and the manner in which those responsibilities shall be performed, including the Committee’s structure, processes and membership requirements.

The primary purpose of the Committee is to discharge the Board’s responsibilities relating to compensation and benefits of the Company’s directors and Senior Executives, including responsibility for evaluating and reporting to the Board on matters concerning management performance, director, and Senior Executive compensation and benefits plans and programs. In carrying out these responsibilities, the Committee shall review all components of Senior Executive and director compensation for consistency with the Company’s compensation philosophy. The Committee may also perform any other activities consistent with this Charter, the Company’s Bylaws, and governing law as the Committee or the Board deems necessary or appropriate. The Committee may delegate duties or responsibilities to subcommittees or to one member of the Committee from time to time, as appropriate as set forth in more detail below.

For purposes of this Charter, “executive officers” shall include any person designated by the Board as an “executive officer” under Rule 3b-7 of the Securities Exchange Act of 1934 (“Exchange Act”) or a Section 16 “officer” under Rule 16a-1(f) under the Exchange Act. For purposes of this Charter, “Other Executive Employees” shall include any senior level employees who report directly to the Chief Executive Officer of the Company who are not executive officers. Executive officers and Other Executive Employees shall be collectively referred to as the “Senior Executives.” For clarity:

<b>Executive officer</b>	any person designated by the Board as an “executive officer” under Rule 3b-7 of the Securities Exchange Act of 1934 or a Section 16 “officer” under Rule 16a-1(f) under the Exchange Act
<b>Other Executive Employees</b>	Executive officers and senior level employees who report directly to the Chief Executive Officer
<b>Senior Executives</b>	Executive officers and Other Executive Employees

#### **II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be comprised of at least three directors selected by the Board. Each member of the Committee shall meet the requirements of an “independent” director as set forth in the Nasdaq listing standards, except as otherwise permitted by such standards, and meet all other applicable independence standards for members of compensation committees, unless otherwise determined by the Board. In addition, no director may serve on the Committee unless he or she is a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act. A director shall not serve as a member of the Committee if any executive officer of the Company serves on the board of directors of an entity that employs that director as an executive officer.

The Committee members shall be appointed by the Board upon recommendation of the Nominating, Governance and Social Responsibility Committee and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. The Nominating, Governance and Social Responsibility Committee shall make recommendations to the Board in connection with the removal of Committee members. The members of the Committee may be removed, with or without cause, by the Board. Unless a chair is elected by the full Board, the members of the Committee may designate a chair by majority vote of the full Committee membership.

### **III. DELEGATION**

The Committee may from time-to-time delegate duties or responsibilities to: (a) subcommittees (including a committee of one) comprised of Committee members, (b) a Senior Executive (including the Chief Executive Officer (“CEO”)), or (c) subcommittees comprised of employees of the Company, in each case, as appropriate and in compliance with applicable law.

### **IV. MEETINGS**

The Committee shall meet as often as it deems appropriate to review the compensation of the Senior Executives and other employees of the Company, and otherwise perform its duties under this charter, but not less frequently than four times each year.

If a quorum is present, and subject to the other provisions of this Charter, any action approved by at least a majority of the members present shall represent the valid action of the Committee. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth above shall be nonetheless duly authorized actions of the Committee for all corporate purposes.

The chair (or in his or her absence, a member designated by the chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. 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 may take action by written or electronic consent; *provided*, that any such action, to be effective, must be unanimously approved by the members of the Committee. Actions taken by written or electronic consent shall be deemed effective on the date on which the last of the members executes such written consent or on such later date as specified by the Committee in such consent.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee will also record its recommendations to the Board in written form, which will be incorporated as part of the minutes of the Board meeting at which those recommendations are presented.

The Committee may request that any directors, Senior Executives 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 pertinent information as the Committee requests. The Committee may also exclude from its meetings any persons it deems appropriate to carry out its responsibilities.

## **V. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

To fulfill its responsibilities and duties, the Committee shall:

- i. Oversee establishment and administration of the Company's benefit, incentive-based, cash-based and equity-based compensation programs, including by establishing a comprehensive and responsible set of assumptions, policies and procedures for determining executive compensation as set forth in more detail below:
  - a. The Committee shall review and approve amendments to, or the establishment of, the Company's cash incentive compensation plans and review any general compensation guidelines for the Company's employees, including the size of the Company's cash incentive pools, if any.
  - b. The Committee shall review and approve (or if deems appropriate, make recommendations to the Board regarding) the establishment, amendment or termination of the Company's significant employee health and welfare and other benefit plans of the Company, including the Company's qualified retirement plans. Additionally, the Committee shall have the full authority and discretion to administer such plans, including the responsibility for investing assets of such plans. The Committee may delegate to a subcommittee of employees of the Company such day-to-day administrative duties and/or investment duties as are consistent with applicable laws, regulations and financial accounting rules and certain amendment authority, as set forth in such subcommittee's charter.
  - c. The Committee shall review and approve the establishment or amendment of cash-based and equity-based incentive programs, plans, policies, and procedures and approve the submission of the equity incentive plans or amendments to the shareholders to the extent required by law.
- ii. Identify appropriate companies to comprise any peer group used for compensation comparison purposes.
- iii. Administer and oversee the Company's compliance with the compensation recovery policy required by applicable SEC and Nasdaq rules.
- iv. If the Company is required to include a Compensation Discussion and Analysis in its Annual Report on Form 10-K or proxy statement for its annual meeting of stockholders: (a) review and approve the disclosures in the Company's Compensation Discussion and Analysis and any other disclosures regarding executive compensation to be included in such public filings; (b) based upon its review and discussion with management, recommend to the Board whether the Compensation Discussion and Analysis should be included in such public filings as required by law or SEC or Nasdaq rules; and (c) prepare and approve the related Compensation Committee Report required by the rules of the Securities and Exchange Commission.
- v. Review and approve at least annually the persons who will serve as officers for purposes of Section 16 of the Exchange Act ("Section 16"), and recommend to the Board that the Board ratify the designation of the persons subject to Section 16 reporting.

- vi. Review and approve annual performance objectives and goals relevant to the Chief Executive Officer and the other Senior Executives, and evaluate the performance of the Chief Executive Officer in light of these goals and objectives.
- vii. Review and approve both direct and indirect compensation of the Company's Chief Executive Officer and the other Senior Executives, including but not limited to: (a) the annual salary, (b) any cash incentive bonus opportunity and payouts and any other cash-based bonus plan opportunities and payouts, (c) any equity grants or other equity related compensation from the Company or any subsidiary of the Company, (d) any perquisites, (e) any death and disability benefit, (f) any change in control related benefits, and (g) any other material compensation or benefits.
- viii. The salary and compensation of the Company's Chief Executive Officer shall be based on the Committee's annual evaluation of the performance of the Chief Executive Officer in relation to the established goals and objectives, and shall be determined in consideration of the Company's performance and relative stockholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies, and the awards given to the Company's Chief Executive Officer in past years. The Chief Executive Officer may not be present during such voting or deliberations.
- ix. Review and approve all offer letters, and any employment, severance, indemnification, or change-in-control agreements, special or supplemental benefits, or provisions including the same, applicable to Senior Executives or members of the Board of Directors.
- x. Review and discuss with the Company's senior management the Company's organizational structure and key reporting relationships to the Chief Executive Officer, along with development of strategies and practices relating to recruitment, retention and development of the Company's Senior Executives, as needed.
- xi. Review and recommend to the full Board compensation for the Board of Directors. For purposes of this Charter, director compensation shall include any payments made by the Company or a subsidiary of the Company to any member of the Board for services including any equity grants made by the Company or any subsidiary of the Company to a member of the Board as well as any other compensation of any director that will need to be disclosed in the Company's annual proxy statement.
- xii. Periodically review and advise the Board concerning both regional and industry-wide compensation practices and trends in order to assess the adequacy and competitiveness of the Company's executive compensation programs among comparable companies in the Company's industry.
- xiii. Review and consider the results of the Company's most recent stockholder advisory vote on executive compensation.
- xiv. Perform such other functions and have such other powers as may be necessary or convenient to the efficient discharge of the foregoing, including the formation and delegation of authority to subcommittees (as provided in Sections III and V(i)(b) above) when appropriate.
- xv. Regularly report to the Board on executive compensation activities.

- xvi. Annually monitor and assess the risks associated with the Company's compensation policies and programs and consult with management regarding such risks, including assessing whether any risks are reasonably likely to have a material adverse effect on the Company including whether the Company's incentive and equity compensation plans encourage excessive or inappropriate risk taking.
- xvii. Review and reassess the adequacy of this Charter on at least an annual basis and as appropriate and recommend any proposed changes to the Board for approval.
- xviii. Annually review its own performance.

In carrying out these responsibilities, the Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate, to perform its duties hereunder and to determine the terms, costs and fees for such engagements. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. Prior to selecting or receiving advice from any consultant or advisor, the Committee shall consider the independence of such consultant or advisor based on the independence factors listed in Nasdaq Rule 5605(d)(3); *provided*, that the Committee shall not be prohibited from obtaining advice from consultants or advisors that it determines are not independent. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.