

Form

Exhibit D

Compensation Committee Charter

CAMBIUM NETWORKS CORPORATION

(the "Company")

CHARTER OF THE COMPENSATION COMMITTEE

1 PURPOSE

The purpose of the Compensation Committee ("**Committee**") of the Board of Directors ("**Board**") of the Company is to assist the Board in its oversight and discharge of the responsibilities of the Board relating to compensation of the Company's executive officers.

In order to serve these functions, the Committee shall have authority to obtain assistance from Company personnel and shall have unrestricted access to Company documents.

2 ORGANIZATION AND MEMBERSHIP REQUIREMENTS

Except as otherwise permitted by applicable rules of the Nasdaq Stock Market ("**Nasdaq**"), the Committee shall consist of at least two members of the Board. Except as otherwise permitted by applicable NASDAQ rules, each member of the Committee shall be an "independent director" as defined by NASDAQ Rule 5605(a)(2). In addition, 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 Committee member, including, but not limited to: (i) the source of compensation of the director, including any director, consulting, advisory or other compensatory fee paid by the Company to the director; and (ii) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

Members of the Committee shall (i) be appointed by the Board and (ii) serve for such terms as the Board may determine, or until their earlier resignation, death or removal. The Board may remove members of the Committee, with or without cause. Unless the Board elects a chair of the Committee, the Committee shall elect a chair by majority vote.

The compensation of Committee members shall be as determined by the Board.

3 MEETINGS

3.1 Meetings

The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The chair of the Committee will preside, when present, at all meetings of the Committee. The Committee may meet by telephone, video conference or similar means of remote communication.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the

Final Form

Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book and distributed to the members of the Committee and the Board.

3.2 Subcommittees

The 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 Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, 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).

3.2 Notice

Meetings of the Committee shall be summoned by the chair of the Committee at the request of any member of the Committee. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and (as appropriate) any other proposed attendee not later than two working days before the date of the meeting.

3.3 Quorum

The quorum necessary for the transaction of business at meetings of the Committee shall be a majority of the members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

3.4 Voting

Matters arising at any meeting of the Committee shall be decided by a majority of votes. Each member of the Committee present at a meeting of the Committee shall have one vote on matters arising at the meeting. The chair of the Committee shall not have a casting vote on any matter in respect of which there is an equality of votes. A member of the Committee shall not vote in respect of any matter being considered by the Committee in which he or she has, directly or indirectly, a personal interest and shall not be counted in the quorum at a meeting in relation to any matter on which he or she is debarred from voting.

4 DUTIES AND RESPONSIBILITIES

The Committee shall carry out the following duties and responsibilities.

4.1 GENERAL

The Committee shall discharge its responsibilities and shall assess the information provided to it by the Company's management and others, in accordance with its business judgment.

Final Form

4.2 Compensation Matters

4.2.1 Executive Officer Compensation and Employment Arrangements. The Committee shall review, determine and approve annually the compensation of the Company's Chief Executive Officer (the "CEO") and the Company's other executive officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The CEO may not be present during voting or deliberations on his or her compensation. The Committee shall review and approve, for the CEO and other executive officers of the Company, when and if appropriate, employment agreements, severance agreements, consulting agreements and change in control or termination agreements.

4.2.2 Evaluation of Senior Executives. The Committee shall be responsible for overseeing the evaluation of the Company's senior executives. The Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed periodically with the Board.

4.2.3 Plan Recommendations and Approvals. The Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to approval by the Board. In addition, the Committee shall approve any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which shareholder approval is not sought and pursuant to which options or ordinary shares may be acquired by officers, directors, employees or consultants of the Company.

4.2.4 Administration of Equity-Based Plans. The Committee shall exercise all rights, authority and functions of the Board under all of the Company's share option, share incentive, employee share purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make share awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter, any such plan or a resolution of the Board, the Committee shall not be authorized to amend any such plan. The Committee shall approve any inducement awards to be granted in reliance on the exemption from shareholder approval contained in NASDAQ Rule 5635(c)(4).

4.2.5 Director Compensation. The Committee shall periodically review and make recommendations to the Board with respect to director compensation, including compensation and expense reimbursement policies for attendance at Board and committee meetings.

4.2.6 Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. The Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"), if applicable. If applicable, the 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, proxy statement on Schedule 14A or information statement on Schedule 14C of the Exchange Act.

4.2.7 Review of Company's Compensation Plans, Policies and Programs. The Committee shall consider at least annually whether risks arising from the Company's compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company,

Final Form

including whether the Company's incentive compensation plans encourage excessive or inappropriate risk taking.

4.2.8 Advisory Stockholder Votes. The Committee shall review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.

4.2.9 CEO Succession. The Committee shall review periodically CEO succession and report its findings and recommendations to the Board, and work with the Board in evaluating potential successions to executive positions.

4.3 Compensation Committee Report

The Committee shall prepare the annual Committee Report required by Item 407(e)(5) of Regulation S-K, and any other Committee reports required by applicable securities laws or stock exchange requirements. The Committee shall provide a report on the activities of the Committee to the Board on a regular basis and review issues with the Board as the Committee deems appropriate.

4.4 Additional Duties

The Committee shall have such other duties as may be delegated from time to time by the Board. The 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 advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

5 ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess periodically the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate. The Committee may, however, choose to forgo an annual self-evaluation under the exemption provided to "controlled companies" under the rules of the NASDAQ for so long as the Company remains a controlled company.

6 OUTSIDE ADVISORS

The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Committee. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Committee, of any compensation consultant, legal counsel and other advisor retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor, only after taking into consideration the applicable factors affecting independence that are specified in NASDAQ Rule 5605(d)(3)(D). However, the Committee shall not be required to implement or act consistently with the

Final Form

advice or recommendations of its compensation consultant, legal counsel or other advisor to the Committee, 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.

7 CHARTER

At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.