

## NETSCOUT SYSTEMS, INC.

### Compensation Committee Charter

#### **A. PURPOSE AND SCOPE**

The primary function of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of NetScout Systems, Inc. (the "Corporation") is to exercise the responsibilities and duties set forth below, including but not limited to (1) discharging the Board's responsibilities relating to the compensation of the Corporation's executives, (2) reviewing and approving the Corporation's incentive compensation and stock plans, (3) reviewing and making recommendations with respect to the Corporation's benefit plans and human resource activities, (4) reviewing and discussing with management the Compensation Discussion and Analysis ("CD&A") and recommending to the Board that the CD&A be included in the Corporation's annual report on Form 10-K and/or proxy statement in accordance with applicable rules and regulations, and (5) reviewing and considering the results of any advisory vote on executive compensation. The Committee shall review and make recommendations to management on company-wide compensation programs and practices, take final action with respect to the individual salary, bonus and equity arrangements of the senior executives reporting directly to the Corporation's Chief Executive Officer, review and make recommendations to the Board with respect to the individual salary, bonus and equity arrangements of the Corporation's CEO, and approve, subject to ratification by the full Board, new equity-based plans and any material amendments thereto (including increases in the number of shares of Common Stock available for grant as options or otherwise thereunder) for which stockholder approval is required or desirable.

#### **B. COMPOSITION**

The Committee shall be comprised of a minimum of two members of the Board as appointed by the Board. Each member of the Committee shall meet any independence requirements applicable to Compensation Committee members promulgated by the Securities and Exchange Commission, the National Association of Securities Dealers, any exchange upon which securities of the Corporation are traded, or any governmental or regulatory body exercising authority over the Corporation (each a "Regulatory Body"). Each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The members of the Committee shall be elected by a majority of the independent directors of the Board and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. 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. The Board, excluding all directors whose executive compensation has been separately approved by the Committee, shall annually review the Committee's performance.

## C. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

1. Chief Executive Officer Compensation. Recommend to the Board on an annual basis corporate goals and objectives relevant to Chief Executive Officer ("CEO") compensation, prepare an evaluation of the performance of the CEO in light of such goals and objectives as are approved by the Board and make recommendations to the Board as to the level of CEO base and incentive compensation based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee should consider the Corporation's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Corporation's CEO in past years, as well as such other elements of compensation that the Committee deems relevant in light of the Company's objectives. The Board, acting by a majority of its independent directors, shall set corporate goals and objectives and compensation for the CEO taking into account the recommendations and evaluations of the Committee.
2. Compensation of Other Senior Officers. Approve (a) the goals of the Corporation's "officers," as such term is defined in Rule 16a-1 promulgated under the Securities Exchange Act of 1934, (b) the appropriate level of base and incentive compensation ranges, and (c) specific base and incentive compensation for such officers. Request and review the CEO's report regarding the performance against goals of such officers.
3. Employment Agreements. Review and approve annually, for the CEO and the other executive officers of the Corporation, (a) any employment agreements, severance arrangements, and change in control agreements or provisions, in each case, when and if appropriate, and (b) any special or supplemental benefits.
4. Compensation and Benefit Plans.
  - A. Consider and take actions with respect to the adoption, amendment, administration or termination of compensation, welfare, benefit, pension and other plans related to the compensation of current and former employees of the Corporation in each case taking into account appropriate industry benchmarks and the compensation policies pursued by companies similarly situated to the Corporation.
  - B. Review the terms and conditions of compensation plans, determine the eligibility requirements applicable to participants in each such plan as may be required by the terms of a plan; review management's report on the performance of each benefit plan and all fiduciaries of the plans; approve, and recommend to the full Board for its ratification, the initial adoption of any equity-based plan and any material modification to such plan (such as an increase in the number of shares available under such plan), and make such amendments to the Corporation's

nonequity based plans and take such actions in regard to the plans as the Committee deems appropriate.

5. Incentive Compensation Plans. Monitor incentive compensation plans applicable to the Corporation's employees. Take actions that the Committee may deem appropriate with respect to the implementation, administration, interpretation and amendment of the Corporation's incentive compensation plans; and, where stockholder action is required under the rules and regulations of any Regulatory Body, recommend any amendments to such plans or outstanding incentive awards to the Board for its approval.
6. Human Resources. Periodically review reports by management regarding such matters relating to the human resources of the Corporation as the Committee deems appropriate and advise the Board from time to time regarding such matters.
7. Compensation Committee Charter.
  - A. Review and assess the adequacy of this Charter annually to ensure compliance with any rules or regulations promulgated by any Regulatory Body and recommend any modifications to this Charter if and when appropriate to the Board for its approval.
  - B. Make this Charter, and any amendments, public.
8. Director Compensation. Evaluate and recommend to the full Board the appropriate level of director compensation and take primary responsibility for ensuring that any payments to directors other than in their capacity as directors are fully and properly disclosed.
9. Subcommittees. Form and delegate authority to subcommittees where appropriate.
10. Regulatory Compliance and Reports. Oversee the Corporation's compliance with any rules promulgated by any Regulatory Body relating to executive compensation or prohibiting loans to officers and directors of the Corporation. Prepare such reports as may from time to time be required by any Regulatory Body to be prepared by a compensation committee of a board of directors, and take such other action as required by any Regulatory Body including reviewing and discussing with management the CD&A and recommending to the Board that the CD&A be included in the annual report on Form 10-K and/or Corporation's proxy statement.
11. Other Activities and Powers. Undertake such additional activities as may be reasonable, necessary or desirable, in the Committee's discretion, to exercise the powers given to the Committee by and to fulfill the duties required of the Committee by this Charter.

#### **D. MEETINGS**

The Committee shall meet as necessary, but at least once each fiscal year, to enable it to fulfill its responsibilities and duties as set forth herein. The Committee may invite members of management or others to attend Committee meetings and provide pertinent information as the

Committee may request on the issues being considered, provided that the CEO may not be present for that portion of any meeting when his or her compensation is approved. Meetings can be called by the Chair of the Committee, or at the request of any member of the Committee or any member of the Board. At all Committee meetings, a majority of the then-current members of the Committee shall constitute a quorum.

The Committee shall report its actions to the Board and keep written minutes of its meetings which shall be recorded and filed with the books and records of the Corporation. Minutes of each meeting will be distributed to the members of the Board and the Secretary of the Corporation.

#### **E. AUTHORITY**

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder, including personnel preparing the CD&A for the Company reports to be filed with the SEC. The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors and conduct any investigation it deems necessary or is requested by the Board of Directors. In addition, the Committee shall have authority to retain and terminate any compensation consultant to assist in the evaluation of director, executive officer or senior management compensation, including authority to approve such reasonable consultant's fees and other retention terms, all at the Company's expense. Such compensation consultants, independent legal counsel or other advisors and consultants shall report directly, and be accountable, to the Committee. The Committee shall recommend to the Board for its approval expenditures for external resources that are expected to be material and outside the ordinary course of the Committee's practices.

Before engaging, or receiving advice from, a compensation consultant, external legal counsel or any other advisor, the Committee shall assess the independence of any such compensation consultant, external legal counsel or other advisor in accordance with the Nasdaq listing rules.

The Committee shall review and discuss with management any conflicts of interest raised by the work of a compensation consultant or advisor retained by the Committee or management and how such conflict is being addressed and prepare any necessary disclosure in the Company's annual proxy statement in accordance with SEC rules and regulation.

*Last amended: January 20, 2015*