

## **TESSCO Technologies Incorporated**

### **Risk and Strategy Committee Charter**

#### **PURPOSE**

The Board of Directors of TESSCO Technologies Incorporated (the "Company") has constituted and established a Risk and Strategy Committee (the "Committee") with authority, responsibility, and specified duties as described in this Risk and Strategy Committee Charter. The Committee is responsible for the oversight of, and to support the Board of Directors (the "Board") in the oversight of, the Company's risk assessment, capital allocation and growth strategies as well as reviewing potential acquisitions, divestitures and other strategic transactions.

#### **ORGANIZATION**

- Members of the Committee shall be appointed by the Board. Each member shall serve until the earlier to occur of the date on which he or she shall (1) be replaced by the Board; (2) resign from the Committee; or (3) resign from the Board.
- The number of members of the Committee shall be determined from time to time by the Board. The Committee shall initially have four (4) members, including the Company's Chairman and Chief Executive Officer and three independent directors. As used in this Charter, "independent director" means independent as defined by NASDAQ.
- The Board shall appoint a Chairperson of the Committee from among the members of the Committee who are independent directors. It is the responsibility of the Chairperson to schedule all meetings of the Committee and provide the Committee with a written agenda for all meetings.
- The Committee shall meet as frequently as necessary to fulfill its responsibilities. A quorum of the Committee shall consist of a majority of its members, and all actions of the Committee shall require the approval of a majority of the members present at the meeting, and in any event at least two members.

#### **RESPONSIBILITIES**

In support of the Board, the Committee shall:

- a) Seek to identify major financial and other risk exposures, including operational, legal, regulatory, business, strategic, credit, liquidity and reputational risks, and communicate any identified risks to the Board and to management for further evaluation, monitoring and disclosure as appropriate.
- b) Oversee management's monitoring and evaluation of identified risks and mitigation of identified risks.
- c) Review the capital structure and financing activities of the Company including appropriate debt levels, capital and liquidity needs, and financing arrangements and strategies.
- d) Provide oversight of the Company's strategic planning process and of the Company's implementation of its strategic decisions.

- e) Meet with management periodically to review and evaluate the Company's progress in implementing the strategic plan and suggest appropriate modifications to reflect changes in market or business conditions.
- f) Identify, evaluate, and report to the Board on strategic opportunities for the Company that the Committee believes will enhance shareholder value.
- g) Assist management and the Board with respect to the Company's acquisition, investment, and divestiture strategies and other strategic transactions and opportunities.
- h) Retain and terminate, as it deems appropriate, advisors to assist in the pursuit of the Company's acquisition, investment and divestiture strategies and other strategic transactions and opportunities, including the approval of fees and retention terms.
- i) Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

### **REPORTING**

The Committee will prepare and, through its Chairperson, submit periodic reports of the Committee's work and findings to the Board. Said report will contain recommendations for Board actions when appropriate.

Initial Effective Date: July, 2010