

Comtech Telecommunications Corp.



Charter of the Lead Independent Director of the Board of Directors

As of September 21, 2011

Purpose

The Board of Directors (the "Board") of Comtech Telecommunications Corp. (the "Company" or "Comtech") considers it appropriate and in the best interests of the Company and its stockholders to designate an independent director to serve as Lead Independent Director, to coordinate the activities of the other independent directors and to perform such other duties and responsibilities as the Board may determine.

The establishment of the Lead Independent Director is intended to facilitate the Board's oversight and stockholder responsiveness roles.

Duties and Responsibilities

The specific duties and responsibilities of the Lead Independent Director include:

- 1) Presiding at meetings of the Board in the absence, or upon the request, of the Chairman.
- 2) Presiding at executive sessions of the independent directors with authority to call additional executive sessions or meetings of the independent directors, and communicating with Comtech's Chief Executive Officer ("CEO"), as appropriate, concerning matters arising from such executive sessions.
- 3) Approving Board meeting dates and agendas, as well as information packages provided to directors and, in consultation with the Chairman, recommending matters to be considered by the Board.
- 4) Serving as a liaison between the Board's independent directors and the CEO and other members of senior management.
- 5) Evaluating, along with the members of the Executive Compensation Committee of the Board, the performance of the Company's CEO.

Appointment of Lead Independent Director

The Lead Independent Director shall be elected by a majority of the independent directors of the Board for a term fixed by such independent directors (and until such time as a successor is elected) or until such earlier time as he or she ceases to be a Director, resigns as Lead Independent Director, or is replaced as Lead Independent Director by a majority of the independent directors.

Approved: Board of Directors

Date: September 21, 2011