

Mercury Systems, Inc.

Government Relations Committee Charter

Purpose

The purpose of the Government Relations Committee (the "Committee") of the Board of Directors (the "Board") of Mercury Systems, Inc. (the "Company") is to:

1. Assist in identifying and evaluating global security, political, budgetary, regulatory and other issues, trends, opportunities and challenges that could impact the Company's business activities and performance;
2. Make recommendations to continue to raise the visibility of the Company in the marketplace and awareness of the Company's commercial business model, as well as its products and capabilities; and
3. Make recommendations concerning the Company's government relations activities; including the Company's interactions with local, state and federal government on matters of impact to the Company with the aim of enhancing the Company's customer base.

Organization

The Committee shall consist of three or more directors, who shall be appointed to and removed from the Committee by the Board. The Board shall designate a chairperson from among the membership of the Committee. The Board may remove any Committee member at any time. Vacancies on the Committee shall be filled by the Board.

Meetings

The Committee shall meet as often as it deems necessary in order to perform its duties and responsibilities, but no less than three times annually. The Committee chairperson, in consultation with the other Committee members, shall determine the frequency and length of the meetings and shall prepare and/or approve an agenda in advance of each meeting consistent with this Charter. The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate.

A majority of the members of the Committee shall constitute a quorum for doing business. Any action of a majority of the members of the Committee present at any meeting at which a quorum is present shall be an action of the Committee. The Committee may also act by unanimous written consent.

The Committee shall maintain written minutes of the meetings. These minutes shall be filled with the minutes of the meeting of the Board.

All actions by the Committee shall be reported to the Board at the next regularly scheduled Board meeting succeeding such Committee meetings.

Duties, Responsibility and Authority

In carrying out its duties and responsibilities, the Committee shall have the authority to meet with and seek any information it requires from Company employees, officers, directors or external parties.

The Committee shall have the authority to retain and obtain advice and assistance from external advisers as the Committee determines is necessary to carry out its duties and responsibilities in an amount not to exceed \$50,000 in any Company fiscal year or as otherwise approved by the Board. The Committee shall have the authority to approve related fees and retention terms of these advisers.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

The Committee's duties and responsibilities to management and the Board include the following:

1. Assist in evaluating global security, political, budgetary, regulatory and other issues and trends that could affect the Company's business activities and performance;
2. Advise on potential new defense and national security markets for the Company and its products, as well as the risks and timing associated with those markets;
3. Advise on the Company's government relations activities with state, local and federal government, and the manner in which the Company conducts its government relations activities;
4. Advise on issues in existing or emerging legislation that could impact the Company's business and advise on strategies to address such issues;
5. Advise on capture strategies for existing or anticipated contract competitions when requested by management;
6. Review this Charter, at least annually, and recommend any changes to the Charter that the Committee deems appropriate to the Board for approval;
7. Conduct an annual evaluation of the Committee's own performance and report the results of such evaluation to the Board; and
8. Undertake such additional duties and responsibilities as the Board may from time to time prescribe.

Effective: January 17, 2018