

CEVA, INC.

COMPENSATION COMMITTEE CHARTER

A. Purpose

The purpose of the Compensation Committee is to discharge the responsibilities of the Board of Directors relating to compensation of the Company's executive officers' recommendations with respect to new incentive compensation and equity-based plans, recommendations regarding director compensation and administration of the Company's equity compensation plans.

B. Structure and Membership

1. Number. The Compensation Committee shall consist of at least three members of the Board of Directors.
2. Independence. Except as otherwise permitted by the applicable rules of The NASDAQ Stock Market, each member of the Compensation Committee shall be an "independent director" as defined by the applicable rules of The NASDAQ Stock Market.
3. Chair. Unless the Board of Directors elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Compensation Committee members shall be as determined by the Board of Directors.
5. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominations Committee. The Board of Directors may remove members of the Compensation Committee from such committee, with or without cause.

C. Authority and Responsibilities

General

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

Compensation Matters

1. Executive Officer Compensation.
 - a. The compensation of each executive officer (as such term is defined in Rule 16a-1(f) under the Securities Exchange Act of 1934 (the "Exchange

Act”) or any successor provision), including the Company’s Chief Executive Officer (the “CEO”), shall be determined either by:

- (i) the Compensation Committee, or
- (ii) a majority of all of the independent directors of the Board of Directors, meeting in executive session.

- b. The Compensation Committee or the independent directors of the Board of Directors, as the case may be, shall meet without the presence of the CEO when approving CEO compensation but may, in its or their discretion, invite the CEO to be present during approval of other executive officer compensation.
- c. For purposes hereof, “compensation” includes salary, bonus and incentive compensation; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and any other forms of executive officer compensation.

- 2. Plan Recommendations and Approvals. The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to incentive-compensation plans and equity-based plans. In addition to any recommendation provided by the Compensation Committee to the full Board of Directors, the Compensation Committee shall approve, or recommend for approval by a majority of the independent directors of the Board of Directors, any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company.
- 3. Incentive Plan Administration. The Compensation Committee shall exercise all rights, authority and functions of the Board of Directors under all of the Company’s stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by a plan or resolution of the Board of Directors, the Compensation Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company.

4. Director Compensation. The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to director compensation.
5. Compensation Committee Report on Executive Compensation. The Compensation Committee shall review and discuss with management the “Compensation Discussion and Analysis” section of the proxy or information statement of the Company relating to an annual meeting of security holders at which directors are to be elected (or special meeting or written consents in lieu of such meeting), and produce the Compensation Committee report for inclusion in such statement.
6. Risk Assessment. The Compensation Committee shall consider whether the Company’s compensation policies and practices contain incentives for executive officers and employees to take risks in performing their duties that are reasonably likely to have a material adverse effect on the Company and periodically review the effectiveness of any policies and practices that mitigate against excessive or undue risks. The Compensation Committee shall review and discuss with management any additional disclosures that may be required in the Company’s annual proxy statement or annual report on Form 10-K regarding such risks.
7. Stockholder Vote Oversight. The Compensation Committee shall oversee the Company’s submissions to a stockholder vote on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans. The Compensation Committee shall review the results of stockholder votes on executive compensation matters and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officers’ compensation. The Compensation Committee shall discuss with management the appropriate engagement with stockholders and proxy advisory firms in response to such votes.
8. Clawback Policy. The Compensation Committee shall review and make recommendations to the Board of Directors, to the extent it deems necessary, the terms of any compensation recoupment, “clawback” or similar policy (including as may be required by applicable law) or agreement between the Company and its executive officers or other employees subject to Section 16 of the Exchange Act for recovering incentive-based compensation, and shall oversee and monitor compliance with the foregoing.
9. Additional Powers. The Compensation Committee shall have such other duties as may be delegated from time to time by the Board of Directors.

D. Procedures and Administration

1. Meetings. The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee

may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Compensation 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 Exchange Act or any successor provision, 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 and any successor provision relating thereto).
3. Reports to Board. The Compensation Committee shall report regularly to the Board of Directors.
4. Charter. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.
5. Consulting Arrangements. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant or other advisor to be used to assist in the evaluation of executive officer compensation and shall have sole authority to approve the fees of any consultants or advisors and other retention terms. The Compensation Committee shall also have authority to commission compensation surveys or studies as the need arises. Prior to engaging any such consultant or advisor, the Compensation Committee shall take into consideration all factors relevant to the consultant’s independence from management, including those specified in the applicable rules of the Securities and Exchange Commission (the “SEC”) and the listing standards of The NASDAQ Stock Market. The Compensation Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such consultants as established by the Compensation Committee. The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a consultant retained by the Compensation Committee. The Compensation Committee shall be directly responsible for the oversight of the work of any compensation consultant retained by the Compensation Committee.
6. Independent Advisors. The Compensation Committee shall have the authority, without further action by the Board of Directors, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Compensation Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such advisors as established by the Compensation Committee. The Company

must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to such advisors retained by the Compensation Committee. The Compensation Committee shall be directly responsible for the oversight of the work of such advisors retained by the Compensation Committee.

Nothing herein requires a consultant or an advisor engaged by the Compensation Committee to be independent, only that the Compensation Committee consider all factors relevant to the independence from management of such consultant or advisor, including those specified in the applicable SEC regulations and the listing standards of The NASDAQ Stock Market. The Compensation Committee may select or receive advice from any advisor it prefers, including ones that are not independent, after considering such independence factors.

Nothing herein shall be construed: (1) to require the Compensation Committee to implement or act consistently with the advice or recommendations of any consultant or advisor to the Compensation Committee; or (2) to affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties.

7. Investigations. The Compensation 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 Compensation Committee or any advisors engaged by the Compensation Committee.