

AKOUSTIS TECHNOLOGIES, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Akoustis Technologies, Inc. (the “Company”) to assist the Board in overseeing and reviewing information from management regarding compensation and human capital issues within the Company. The Committee also has specific responsibilities regarding performance reviews and compensation of the Company’s Executive Officers. For the purpose of this Charter, unless the Board or the Committee determine otherwise, the term “Executive Officer” means (i) all officers of the Company who from time to time are treated by the Company as “officers” within the meaning given that term in Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (ii) all other officers of the Company who report directly to the Chief Executive Officer (the “CEO”).

Membership

The Committee will consist of a minimum of two directors. To the extent applicable, each member of the Committee will meet the director and committee member independence requirements of Rule 10C-1(b)(1) under the Exchange Act and The Nasdaq Stock Market LLC, subject to any permitted exception under such rules. Unless otherwise determined by the Board, each member of the Committee will meet the definition of “non-employee director” set forth in Rule 16b-3 under the Exchange Act and the definition of “outside director” set forth in Section 162(m) of the Internal Revenue Code of 1986, as amended.

Each member of the Committee will be free of any relationship or affiliation that, in the judgment of the Board, would interfere with the exercise of the director’s independent judgment as a member of the Committee. In affirmatively determining the independence of a member of the Committee, the Board will consider all factors specifically relevant to whether the member has a relationship with the Company that is material to the member’s ability to be independent from management in connection with Committee duties, including, but not limited to: (i) the source of compensation of such member, including any consulting, advisory or other compensatory fee paid by the Company to such member; and (ii) whether such member is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

The members of the Committee will be appointed by the Board and will serve until their successors are duly qualified and appointed or until their earlier death, resignation, disqualification or removal. The Board will designate a chairperson for the Committee (the “Chairperson”).

Committee Meetings and Procedure

The Committee will meet in conjunction with regularly scheduled Board meetings or as it otherwise deems necessary or appropriate to carry out its responsibilities. Any of the Chairperson, the Chairperson of the Board, the Company’s CEO or any member of the Committee may call meetings of the Committee. The rules and procedures of the Committee will be governed by this

Charter, any guidelines adopted by the Board from time to time, the Company's bylaws and applicable law, rules, regulations and listing requirements. The Committee may, from time to time, choose to meet with the Company's CEO or any other member of management as it deems appropriate. However, no such person may be present during voting or deliberations of the Committee regarding such person's compensation specifically. To the extent permitted by the Company's bylaws and applicable law, rules, regulations and listing requirements, the Committee may form and delegate authority to subcommittees of the Committee.

Duties, Responsibilities and Authority of the Committee

The duties, responsibilities and authority of the Committee are as follows:

1. Ensure that the Company's executive compensation program, including salaries, stock awards, incentive compensation and other forms of compensation, as appropriate, is designed to link the economic interests of the Company's stockholders and those of the Company's Executive Officers, while providing competitive compensation levels for the management team.
2. Review and approve the Company's employment goals and objectives and compensation philosophy.
3. Evaluate the CEO's performance in light of the Company's goals and objectives, and evaluate, with the assistance of the CEO, the performance of Executive Officers other than the CEO.
4. Approve the individual elements of total compensation for the CEO, including base salary, incentives, stock awards, benefits and perquisites, and, with the assistance of the CEO, approve the individual elements of total compensation for other Executive Officers.
5. Review and approve (or recommend to the Board for approval) employment agreements, severance agreements, change in control agreements and similar arrangements for the CEO and other Executive Officers, and all amendments to such agreements, as appropriate.
6. Periodically evaluate and oversee the administration of the short-term and long-term compensation and benefit plans of the Company, including any 401(k) plan, healthcare coverage, stock incentive plans, various other incentive pay plans and other compensation plans and, as appropriate, approve changes to such plans and/or recommend changes to such plans to the Board.
7. Periodically evaluate the methodology for awarding equity-based and other incentive compensation to all non-executive employees (including new hires) and the levels of such compensation and, as appropriate, approve changes to such methodology.
8. Periodically review and make recommendations to the Board concerning the level of fees (if applicable) and compensatory equity-based compensation paid to non-employee directors.

9. Oversee the preparation of the Company's Compensation Discussion & Analysis ("CD&A") disclosure in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC"), review and discuss with Company management the CD&A disclosure prior to filing with the SEC, and formally recommend to the Board that such CD&A disclosure be included in the Company's Annual Report on Form 10-K or in the Company's annual proxy statement.
10. Prepare and provide an annual Committee report in accordance with the rules and regulations of the SEC to be included in the Company's Annual Report on Form 10-K or in the Company's annual proxy statement.
11. Oversee the Company's compliance with applicable law, rules, regulations and listing requirements relating to compensation matters, including but not limited to (if and to the extent applicable), SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, the requirement under Nasdaq Listing Rules that, with limited exceptions, stockholders approve equity compensation plans, and the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers.
12. Assess the risks associated with compensation policies and practices contemplated by Item 402(s) of Regulation S-K.
13. Undertake such additional actions within the scope of its primary responsibilities as the Board deems necessary or appropriate.

The Committee may condition its approval of any compensation matter on ratification by the Board if Board action is required to comply with applicable law, rules, regulations or listing requirements or is otherwise deemed by the Committee to be necessary or appropriate.

Reporting of Committee Activities to the Board of Directors

The Committee will record and maintain minutes of its meetings. The Chairperson or a Committee member designated by the Chairperson will make a report to the Board of the Committee's meetings, actions taken at meetings or by consent and recommendations made since the most recent Board meeting, in each case except to the extent such matter or matters have been addressed in an interim report circulated by the Committee.

Review of Committee Charter and Committee Performance Evaluation

The Committee will review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval. In addition, the Committee periodically will prepare and review with the Board a performance evaluation of the Committee.

Additional Resources

The Committee will have the authority, in its sole discretion, to select, retain and obtain the advice of an executive search firm, compensation consultant, outside counsel or other advisor (each an "Advisor") as necessary to assist with the execution of its duties and responsibilities as set forth in

this Charter. The Committee will be directly responsible for the appointment, compensation and oversight of the work of these Advisors. The Committee will receive appropriate funding from the Company, as determined solely by the Committee, for the payment of compensation to its Advisors. The Committee also has the right to utilize reasonable amounts of the time of the Company's personnel as it deems appropriate to assist and advise it in connection with its responsibilities.

The Committee may select or receive advice from any such outside Advisor only after taking into consideration such factors and criteria as are required by Nasdaq Listing Rule 5605(d), Item 407 of Regulation S-K and other applicable laws, regulations and listing requirements. After considering these factors and criteria, the Committee may select or receive advice from any advisor it prefers, including ones that are not independent.

If the Committee determines that the work performed by an advisor retained by the Committee has raised any conflict of interest, the Committee will disclose to the Board the nature of such conflict of interest and how it is being addressed. In determining whether a conflict of interest exists, the Committee will consider the factors described above and the other requirements of Item 407(e)(3)(iv) of Regulation S-K.

Adopted the 10th day of May, 2019, by resolution of the Board of Directors.