

HUMAN RESOURCES AND COMPENSATION

COMMITTEE CHARTER

The Human Resources and Compensation Committee is appointed by the Board to assist the Board in discharging its responsibilities relating to compensation of Company executives, Board Members, and to approve an annual report on executive compensation for inclusion in the Company's annual proxy statement in accordance with applicable rules and regulations.

MEMBERSHIP

The Human Resources and Compensation Committee shall be comprised of three or more directors, one of whom shall be the Chairman, all as determined by the Board. Each member of the Human Resources and Compensation Committee must (i) meet the independence requirement as promulgated by the NASDAQ, and (ii) constitute a "Non-Employee Director," as such term is defined in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the "34 Act"). Prior to appointment and annually thereafter, the Board must determine that each member of the Human Resources and Compensation Committee has no relationship with the Company that would otherwise interfere with the exercise of his or her independent judgment, and otherwise satisfies the criteria specified in the preceding sentence. Members of the Human Resources and Compensation Committee may be removed at any time upon the determination of the Board.

COMMITTEE MEETINGS

The Human Resources and Compensation Committee shall meet from time to time, as determined by the Committee's Chairman or upon the request of the Chairman of the Board or the Chief Executive Officer or equivalent officer ("CEO"). The Human Resources and Compensation Committee shall keep regular minutes of its meetings. For the transaction of business at any meeting of the Compensation Committee, a majority of the members shall constitute a quorum.

RESPONSIBILITIES

The Human Resources and Compensation Committee shall have the sole authority to retain, set the terms of any such retention (including any fees to be paid), obtain advice from and terminate any compensation consultant, independent legal counsel or other advisor (collectively, "consultants") retained to assist in the evaluation of the compensation of the Company's directors, Chief Executive Officer or equivalent officer ("CEO"), and senior executive officers. The Human Resources and Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of, and the Company shall provide appropriate funding, as determined by the Human Resources and Compensation Committee, for the payment of reasonable compensation to be paid to, such consultants. Before selecting or receiving advice from any such consultant, the Human Resources and Compensation Committee

shall consider all factors relevant to the consultant's independence from management, including any factors required to be considered under the NASDAQ listing standards, and any standard promulgated by the SEC.

The Human Resources and Compensation Committee shall maintain free and open means of communication among the Board, independent consultants retained by the Committee or management, the internal human resources director and Chief Executive Officer (or equivalent officer).

The Human Resources and Compensation Committee shall conduct an annual evaluation of its performance.

The Human Resources and Compensation Committee shall make regular reports to the Board.

The Human Resources and Compensation Committee shall have the following responsibilities:

Charter

1. To review and assess the adequacy of this Charter annually and recommend any proposed changes in the Charter for Board approval.
2. To publish this Charter in accordance with applicable SEC and NASDAQ rules and regulations.

HR and Compensation Matters

1. To approve the Company's compensation philosophy and plans to ensure that the compensation program is aligned with the Company's objectives, consistent with the interests of the Company's stockholders.
2. To review and monitor the Company's human capital management strategies, including policies and initiatives with respect to culture, diversion and inclusion.
3. To review and approve corporate goals and objectives relevant to the compensation of the CEO and either as a committee or together with the other independent directors, determine and approve the CEO's compensation level in light of the performance evaluation conducted by the Nominating/Governance Committee. The Human Resources and Compensation Committee shall have sole authority to determine the Chief Executive Officer's compensation. In determining the long-term incentive component of the compensation package for the CEO, the Human Resources and Compensation Committee will include an evaluation of the Company's performance and relative return to stockholders and the level of similar incentive awards to CEOs at the comparable companies. It is the policy of the Human Resources and Compensation Committee that the Company's CEO may not be present during voting or deliberations on his or her compensation.
4. To review and approve on an annual basis the Company's senior executive officers' annual compensation, including salary, bonus, incentive and equity compensation in light of the evaluation performed by the CEO. The Human Resources and Compensation Committee shall also provide oversight of management's decisions concerning the performance and compensation of other company officers.
5. To review and monitor benefits under all company-wide employee plans of the Corporation and to report thereon at such times as the Human Resources and Compensation Committee deems it appropriate, to the full Board.

6. To review and approve all Company and material subsidiary incentive compensation and all equity-based plans, including plan design, the establishment of performance goals and awards, the financial and operating measures as may be required by such plans, and make recommendations to the Board with respect to same. The committee shall have and shall exercise all the authority of the Board of Directors with respect to the administration of such plans.
7. To make all decisions or determinations that may be required to be made by the Human Resources and Compensation Committee under the Company's compensation or benefit plans or as the Human Resources and Compensation Committee determines to be appropriate for the operation of any such plan and the distribution, award or payment of benefits thereunder.
8. To approve employment agreements, consulting agreements with officers or senior management after they have left regular employment, severance agreements, change-in-control agreements, and benefits that involve Named Executive Officers. To approve employment agreements for any officers of the Company or subsidiary companies with total compensation over \$1 million.
9. To provide an annual report on executive compensation for inclusion in the Company's proxy statement.
10. To annually evaluate the compensation paid to outside members of the Board including periodically monitoring the competitiveness and composition of Director compensation.

COMMITTEE MEMBERS

C »» Todd M. Cleveland*

M »» Joe D. Koshkin*

M »» Elizabeth D. Leykum*

*C= Chair M = Member * = Independent Director*

Last reviewed on 11-04-21