

COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER **(As Amended and Restated February 4, 2021)**

I. Purpose

The Compensation and Human Capital Committee (the “Committee”) of the Board of the Company shall review and approve matters relating to the compensation of the Company’s executives, with the purpose of fulfilling the following objectives: (1) to attract and retain talented senior executives; (2) to reward appropriately individual achievement; and (3) to enhance the financial performance of the Company, and thus stockholder value, by significantly aligning the financial interests of the Company’s executives with those of its stockholders. The Committee also shall review and make recommendations to the full Board regarding the compensation of non-employee directors, with the objective of attracting and retaining talented non-employee directors. In addition, the Committee shall assist the Board in its oversight of the Company’s strategies and policies relating to human capital management, including diversity and inclusion.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall be composed of at least two directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall: (1) qualify as “independent directors” for purposes of the listing standards of The NASDAQ Stock Market, as such standards may be changed from time-to-time; (2) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “1934 Act”); and (3) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”); provided, however, that notwithstanding anything contained herein to the contrary, if not all members of the Committee qualify as non-employee directors, any grant of equity compensation to directors and officers (as defined by Rule 16a-1(f) of the Exchange Act) shall be made by the full Board or solely by at least two members who qualify as non-employee directors. In addition, each member shall have been found by the Board to be independent from management after the Board has considered all factors relevant to determining whether the director has a relationship to the Company that is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including the source of the director’s compensation, including

any consulting, advisory or other compensation fees (other than director fees), and any affiliate relationships between the director and the Company or any of its subsidiaries.

The members of the Committee shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings, Authority and Procedures

A chairperson of the Committee (the “Chair”) may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chair by majority vote of the full Committee membership. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. Regular meetings of the Committee may be held without notice at such time and at such place as may from time to time be determined by the Committee. Special meetings of the Committee may be called by the Chair or any other member of the Committee. Notice thereof stating the place, date and hour of the meeting shall be given to each Committee member either by mail, telephone, facsimile or telegram not less than forty-eight (48) hours before the date of the meeting. A majority of the entire Committee shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Committee. Unless otherwise provided by the Company’s Certificate of Incorporation or Bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting, if all the members of the Committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Committee. Except as provided herein, the Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Company or any other person whose presence the Committee believes to be necessary or appropriate.

Notwithstanding the foregoing, the Chief Executive Officer may not be present during voting or deliberations concerning his or her compensation, and the Committee may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee shall have the sole authority, as it deems appropriate, to retain and/or replace, as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisers as the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisers to the Company. The Committee shall be directly responsible for the oversight of the work of any such persons retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons retained by the Committee. Before selecting or receiving advice from any compensation consultant, legal counsel or any other adviser, the Committee shall take into consideration all factors relevant to the adviser's (or its employer's) independence from the Company, its executive officers and the Committee, including the following six independence factors set forth in Exhibit "A" hereto.

The Committee shall keep full and complete minutes of the proceedings of the Committee. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position.

The Chair shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

IV. Duties and Responsibilities

1. The Committee shall, at least annually, review any changes to the compensation philosophy of the Company. The Company also shall, at least annually, review the Company's compensation programs for executive officers.

2. The Committee shall, at least annually: (i) review and approve corporate goals and objectives relating to the compensation of the chief executive officer; (ii) evaluate the performance of the chief executive officer in light of those goals and objectives; and (iii) following consultation with the Chairman of the Board, approve the compensation (as such term is defined in Regulation S-K 402(a)(2), promulgated under the Securities Exchange Act of 1933, as amended) of the Chief Executive Officer based on such evaluation.

3. The Committee shall, at least annually, review and approve all such compensation for all other officers (as such term is defined in Rule 16a-1, promulgated under the 1934 Act), based upon the recommendation of the Chief Executive Officer and other relevant considerations. The Committee shall have sole authority to so determine said officers' compensation.

4. The Committee shall have responsibility for the administration of the Company's short term and long term incentive plans and deferred compensation programs established for the Company's employees.

5. The Committee shall administer, interpret and make grants under the Company's Equity Incentive Award Plans (and take such other actions as required under such Plans), including, but not limited to, (a) approving awards of options, restricted stock, restricted stock units, performance stock units or other awards for executive officers; (b) approving a pool of shares for issuance by the Company to employees other than executive officers in the form of options, restricted stock, restricted stock units, performance stock units or other awards and, if the Committee so elects, delegating authority to make such grants to a Committee member or officer of the Company in accordance with the Plans; (c) interpreting the Plans, (d) determining rules and regulations relating to the Plans, (e) modifying or canceling existing grants or awards in accordance with the Plans and (f) imposing limitations, restrictions and conditions upon any grant or award as the Committee deems necessary or advisable.

6. The Committee shall consider and approve investment alternatives within the Company's Retirement Plan and annually review the performance of the plan and the performance of the plan's trustees and investment advisors.

7. The Committee shall review and approve any employment agreements or arrangements with the Chief Executive Officer of the Company and will review and approve the key terms of any employment agreements or arrangements with any other executive officers of the Company.

8. The Committee shall discuss with management periodically, as it deems appropriate, reports from management regarding the Company's strategies and policies relating to human capital management, including diversity and inclusion.

9. The Committee shall review the Company's succession plans for executive officers.

10. The Committee shall review the Compensation Discussion and Analysis ("CD&A") in its SEC filings prepared by management, discuss the CD&A with management and, based on such review and discussions, recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement, or any other applicable filing as required by the Securities and Exchange Commission.

11. The Committee shall prepare and approve a Compensation Committee Report to be included in the Company's Annual Report on Form 10-K, proxy statement or other applicable filing. Such Report shall state that the Committee has reviewed and discussed the CD&A with management and based on such review and discussions has recommended to the Board that the CD&A be included in such report, proxy statement or other filing. The name of each member of the Committee shall appear at the end of the Report.

12. The Company shall review and discuss with management human capital metrics and disclosures required under Item 101(c) of Regulation S-K (description of business) regarding the Company's human capital resources and any human capital measures or objectives that the Company focuses on in managing its business, including the development, attraction, and retention of personnel.

13. The Committee shall review and make recommendations to the Board with respect to the compensation of all directors who are not also executive officers of the Company.

14. Review all compensation policies and practices for all employees to determine whether such policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

15. Assess the results of the Company's most recent advisory vote on executive compensation.

16. Recommend to the Board that the stockholders of the Company approve, on an advisory basis, the compensation of the named executive officers of the Company, as disclosed in the Company's proxy statement.

17. Recommend to the Board the frequency of holding such stockholder vote on the compensation of the Company's named executive officers.

18. The Committee shall have all additional powers necessary to carry out its responsibilities and such other duties as may be assigned by the Board from time to time.

19. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

EXHIBIT “A” TO COMPENSATION COMMITTEE CHARTER

Before selecting or receiving advice from any compensation consultant, legal counsel or any other adviser, the Committee shall take into consideration all factors relevant to the adviser’s (or its employer’s) independence from the Company, its executive officers and the Committee, including the following six independence factors:

- (i) the provision of other services to the Company by the employer of the compensation consultant, legal counsel or other adviser;
- (ii) the amount of fees received from the Company by the employer of the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the employer of the compensation consultant, legal counsel or other adviser;
- (iii) the policies and procedures of the employer of the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the employer of the adviser with an Executive Officer of the Company.

Notwithstanding the foregoing or anything in the Charter itself, nothing shall be deemed to (i) require the Committee to, or imply that the Committee should, retain any compensation consultant, legal counsel or other adviser to the Committee, or implement or act consistently with the advice or recommendations of any such compensation consultant, legal counsel or other adviser who may be retained by the Committee; or (ii) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties. Although the Committee is required to conduct the independence assessment outlined above with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee other than in-house legal counsel, nothing in this Charter shall require the compensation consultant, legal counsel or other compensation adviser to be independent. Instead, this Charter only requires that the Committee consider the enumerated independence factors before selecting, or receiving advice from, a compensation adviser. The Committee may select, or receive advice from, any compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above. Moreover, the Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for the Company or that is customized based on

parameters that are not developed by the adviser, and about which the adviser does not provide advice.