HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER

PURPOSE:

The purpose of the Human Capital and Compensation Committee ("Committee") is to assist the Board of Directors in: (1) discharging its responsibilities relating to compensation of the Company's Chief Executive Officer ("CEO") and other senior executives; (2) overseeing the administration of the Company's compensation plans, in particular its equity-based plans, other long-term incentive plans, and retirement plans; (3) overseeing the administration of the Company's employee benefit plans; (4) overseeing the development and implementation of succession planning for the Company's senior executives; (5) overseeing the Company's human capital management practices; and (6) overseeing such other matters relating to compensation and benefits as the Board may determine from time to time. The Committee also prepares the compensation committee report that Securities and Exchange Commission ("SEC") rules require to be included or incorporated by reference in the Company's annual report on Form 10-K or annual proxy statement.

COMPOSITION:

The Committee shall be composed of at least three members. Members of the Committee shall be appointed by the Board, and may be removed by the Board in its discretion. All members of the Committee shall meet the independence requirements established by NASDAQ for compensation committee membership. All members of the Committee shall qualify as "Non-Employee Directors" as defined in Rule 16b-3 promulgated under the Securities Exchange Act of 1934 (the "Exchange Act").

The members of the Committee shall be elected annually by the Board at the first meeting of the Board following the annual meeting of shareholders. The Board will designate a Chairman of the Committee.

Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory requirements.

COMMITTEE AUTHORITY, OPERATIONS AND RESPONSIBILITIES:

The Committee is authorized to obtain advice and assistance from independent compensation consultants, outside legal counsel and other advisors in the course of fulfilling its duties as it may deem appropriate in its sole discretion. The Committee has the sole authority to oversee, retain and terminate these advisors (including any compensation consultant to be used to assist in the evaluation of Director, CEO or senior executive compensation), including sole authority to approve their fees and other retention terms, without seeking Board approval, with the Company providing funding for reasonable pay to advisors retained by the Committee.

Prior to selecting any compensation consultant, and on an annual basis thereafter, the Committee shall comply with any applicable rules of the SEC and NASDAQ regarding assessing the independence of the compensation consultant. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with members of, or advisors to, the Committee.

The Committee shall hold at least four meetings each year and such additional meetings as determined by the Committee or by its Chairman. The Chairman will preside at each meeting of the Committee

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and will, in conjunction with the members of the Committee and appropriate members of management, establish the meeting calendar and set the agenda for each meeting. The Committee shall periodically meet in executive session without the presence of the management during voting or deliberations on executive compensation.

The Committee is authorized to form subcommittees, and to delegate its authority and responsibilities to such subcommittees or to others as it deems appropriate for the administration of the Company's incentive plans, equity-based plans, deferred compensation plans, 401(k) and other retirement plans. To the extent required, any such subcommittee must consist solely of at least two members of the Committee who are non-employee directors for the purposes of Rule 16b-3 promulgated under the Exchange Act, as in effect from time to time. The Committee will periodically review such delegations.

In carrying out its purposes, the Committee shall have the following duties, responsibilities and authority (in addition to any others that the Board may from time to time delegate to the Committee):

Executive Compensation:

1. At least annually, based on (a) the review of the corporate and personal goals and objectives of the CEO and (b) the evaluation of the CEO's performance in light of those goals and objectives by all of the independent Directors on the Board, the independent Directors shall set the CEO's compensation, including salary, target bonus, bonus payouts, equity-based or other long-term compensation, and any other special or supplemental benefits, provided the CEO will not be present during voting or deliberations on his or her compensation.

2. At least annually, (a) review and approve the compensation structure for other senior executives of the Company designated by the CEO or the Committee, and (b) based on the recommendation of the CEO, set the individual compensation, including salary, target bonus, bonus payouts, equity-based or other long-term incentive compensation, and any other special or supplemental benefits, for each employee of the Company covered within the definition of "officer" under Rule 16a-(f) under the Exchange Act (each, a "Covered Officer").

3. The Committee may consider the integration of new acquisitions as a factor in assessing executive performance, including for purposes of setting executive pay levels and/or determining performance achievements under incentive awards.

4. Review and approve any new or materially amended employment agreement, consulting arrangement, severance or supplemental retirement arrangement and/or change-in-control agreement or provisions covering any current or former Covered Officer of the Company; provided, that all such agreements and arrangements for the benefit of the CEO shall be subject to ratification by a majority of the independent Directors on the Board.

Compensation/Employee Benefit Plans:

5. Review and approve, or make recommendations to the Board with respect to, any compensation, equity-based or other long-term incentive plans applicable to the Directors, Covered Officers and other key employees to be adopted by the Company or submitted to shareholders for approval.

6. Oversee the administration of the Company's equity-based and other long-term incentive plans. The Committee has full authority to grant awards under such plans, interpret and

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construe any provisions of such plans, and adopt rules and regulations for administering such plans. Except as set forth below, the Committee's actions with respect to the foregoing will be final, conclusive and binding on all persons who have an interest in the plans.

Any award granted to the CEO under the Company's equity-based and other long-term incentive plans shall be subject to ratification by a majority of the independent Directors on the Board, in which event the date of grant of any such award shall be the date of such ratification.

The Committee may delegate to the CEO, or any other senior executive, the Committee's authority and duties to with respect to the granting of awards under the Company's equity-based plans to the extent permitted by and subject to any limitations set forth in the applicable equity-based plan.

7. Exercise any fiduciary, administrative or other function assigned to the Committee under any of the Company's health, benefit or welfare plans, including its 401(k) retirement plan. The Committee may delegate the administration of these plans to a management committee consisting of Company officers designated by the Committee, to the Company's corporate benefits and finance departments and to outside service providers as appropriate.

Other Duties:

8. In conjunction with the CEO, review the executive organization of the Company and oversee the succession planning process, including development of personnel to fill executive officer positions and implementation of succession planning for executive officer positions. Succession plans shall be reviewed by the full Board, with the Committee's input.

9. At least annually review the Company's strategies, initiatives and programs with respect to human capital management, including matters relating to talent acquisition and development and employee engagement.

10. At least annually review the compensation and benefits for non-employee Directors and make recommendations of any changes to the Board.

11. Review and discuss with management the "compensation discussion and analysis" disclosure prepared in accordance with SEC rules for inclusion in the proxy statement relating to the Company's annual meeting of shareholders (and incorporation by reference in the Company's annual report on Form 10-K).

12. Review and approve the compensation committee report prepared in accordance with SEC rules for inclusion in the Company's annual proxy statement for the meeting of shareholders (and incorporation by reference in the Company's annual report on Form 10-K). The Committee shall cause the Company's annual proxy statement to include disclosure as to whether any event occurred during Company's most recently completed fiscal year that, pursuant to the Company's Compensation Recoupment Policy, permits the Company to recover compensation from the persons covered thereunder and, if so, whether and why the policy was or was not invoked to effect or pursue such recovery.

13. Review and discuss with management whether compensation policies and practices for senior executives and all other employees create risks that are reasonably likely to have a material adverse effect on the Company.

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14. Review and recommend for approval by the Board, the frequency with which the Company should submit to the shareholders an advisory vote on the compensation of the Company's named executive officers, taking into account any prior shareholder advisory vote on the frequency with which the issuer shall hold a shareholder advisory vote on compensation of the Company's named executive officers.

15. Review the results of any shareholder advisory votes on the compensation of the Company's named executive officers and consider whether to make any adjustments to the Company's executive compensation policies and practices.

16. Oversee engagement with shareholders and proxy advisory firms on executive compensation and other human capital matters.

17. Review and approve any clawback policy or any amendment thereto, and oversee the administration of any such policy, allowing the Company to recoup compensation paid to Covered Officers and other covered employees.

18. Establish and monitor compliance with any stock ownership guidelines of the Company that are applicable to executive officers or directors.

Administrative Matters:

19. Create an annual calendar of agenda items, and periodically modify such calendar as circumstances warrant.

20. Review and reassess the adequacy of this charter annually, or more frequently as circumstances warrant, and report and make recommendations to the Board on the responsibilities set forth herein.

21. Conduct an annual evaluation of the Committee's performance and make applicable recommendations to the Board.

22. Prepare written minutes of all meetings of the Committee, which shall be filed with the corporate secretary or an assistant secretary. The Chairman of the Committee should report on the matters discussed at each Committee meeting with the full Board.

Approved by the Board of Directors: July 28, 2026

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