



TESSCO Technologies Incorporated

Compensation Committee Charter

PURPOSE

The Board of Directors (the “Board”) of TESSCO Technologies Incorporated (the “Company”) has constituted and established a Compensation Committee (the “Committee”) with authority, responsibility, and specified duties as described in this Compensation Committee Charter (this “Charter”). The Committee shall, where appropriate, discharge the Board's responsibilities and provide assistance to the Board in fulfilling its responsibilities to the shareholders and the Company relating to compensation practices of the Company, including salary and other forms of compensation. The Committee's primary duties and responsibilities are to formulate and recommend compensation policies of the Company that will enable the Company to attract and retain high-quality leadership and are consistent with the Company's established compensation philosophy, and to discharge the responsibilities of the Board in that regard and where appropriate.

ORGANIZATION

- Members of the Committee shall be appointed by the Board. Each member shall serve until the earlier to occur of the date on which he or she shall (1) be replaced by the Board; (2) resign from the Committee; or (3) resign from or otherwise cease to continue to serve on the Board.
- The Committee shall consist of at least three (3) members, each of whom shall meet the independence requirements of the Nasdaq Stock Market LLC listing standards then in effect (except as otherwise permitted by applicable law, rule or regulation) and as described in the Company's independence guidelines.
- The Board shall appoint one of the members of the Committee as Chairperson. It is the responsibility of the Chairperson to schedule all meetings of the Committee and provide the Committee with a written agenda for all meetings.

RESPONSIBILITIES

The Committee shall discharge where appropriate the Board's responsibilities, and where appropriate make recommendations to the Board, regarding compensation matters and practices. Specifically, the Committee is charged with the following duties and responsibilities:

- a. Review and reassess, at least annually, the adequacy of this Charter and make recommendations to the Board, as conditions dictate, to update this Charter.
- b. Review all forms of compensation for directors and senior management of the Company, including the form and amount of current salary, deferred salary, cash and non-cash benefits and compensation plans. The Committee may review the same for other team members of the Company.
- c. Determine and approve base salary amounts and individual stock option grants, restricted stock awards and restricted stock unit awards for all corporate officers at or above

the Senior Vice President level (including the President and CEO, but in any event without the President and CEO present at the meeting) and all other SEC reporting officers of the Company, and administer the Company's stock option and other incentive compensation plans and programs.

d. Determine and approve all incentive and performance based awards and bonuses, as applicable, for all corporate officers at or above the Senior Vice President level (including the President and CEO) and all other SEC reporting officers of the Company.

e. Review, adopt, amend, modify or terminate, where appropriate, the provisions of any compensation or benefit plan that does not require shareholder approval.

f. Make delegations of authority and responsibilities as the Committee deems proper, and periodically review such delegations.

g. Prepare and approve reports to shareholders on compensation matters which are required by the Securities and Exchange Commission and other government bodies.

h. Perform an annual performance appraisal for the Chairman of the Board, President and Chief Executive Officer.

i. Review and establish levels of Director compensation to include marketplace reviews of retainers, meeting fees, stock plans and other similar component of compensation.

j. Annually review succession plans for key positions in the Company.

k. Review Company programs such as team member surveys, development plans and affirmative action plan goal attainment.

l. In connection with any shareholder advisory vote on the frequency with which the Company shall hold a shareholder advisory vote on the compensation of the Company's named executive officers, review and recommend for approval by the Board, or approve, the frequency that should be recommended to the Company's shareholders.

m. Review and recommend for approval by the Board, or approve, 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 Company shall hold a shareholder advisory vote on compensation of the Company's named executive officers.

n. 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.

REPORTING

As and when appropriate, the Committee will prepare and, through its chair, submit periodic reports of the Committee's work and findings to the Board. Said report will contain recommendations for Board actions when appropriate.

MANAGEMENT SUPPORT

To assist the Committee in fulfilling its duties, management will provide the Committee with information and recommendations as needed and requested. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases neither the CEO nor any other officer shall be present at any meeting at which his or her compensation or performance is discussed or determined.

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant, legal counsel and such other advisors as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. In determining whether to select, retain or obtain the advice of a compensation consultant, legal counsel or other advisor, the Committee shall consider whether such individual is “independent” in accordance with the Nasdaq listing standards. The Committee shall set the compensation, and oversee the work, of any such compensation consultant, legal counsel or other advisor. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to any compensation consultant, legal counsel or other advisor that the Committee may determine to retain.

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