



## **TESSCO Technologies Incorporated**

### **Board Diversity Guidelines**

#### **PURPOSE**

These Board Diversity Guidelines (the “Guidelines”) establish an approach to promote and achieve diversity on the Board of Directors (the “Board”) of TESCO Technologies Incorporated (the “Company”). These Guidelines have been adopted by the Nominating and Governance Committee of the Board and recommended to the Board for its approval, which has been obtained. These Guidelines are not intended as binding legal obligations or inflexible requirements, and are not intended to interpret applicable laws or regulations or modify the Company’s certificate of incorporation or bylaws.

#### **GUIDELINE STATEMENT**

The Board and the Nominating and Governance Committee of the Board recognize and embrace the value of a diverse board of directors in improving the quality of its performance and the Company’s success. A diverse Board leads to a better understanding of opportunities, issues, and risks, enables stronger decision-making, and ultimately improves our performance and ability to provide strategic oversight and maximize shareholder value. The benefits to inclusion and diversity are important to the Company’s long-term success.

Our Nominating and Governance Committee is committed to attaining and maintaining a diverse Board. Our candidate search protocols include, in addition to the identified required expertise and experience, diversity in all attributes that promote the widest perspective from the group of individuals that comprise our Board. For purposes of Board composition, “diversity” includes, but is not limited to, differences in business background, skills, education and professional experience, age, gender, ethnicity and culture, race, national origin and geographic background.

We recognize that gender and race are significant aspects of diversity and understand the important role that women and racially diverse directors can play in contributing to effective governance. Accordingly, we will place a heightened focus on identifying candidates who will increase the gender and racial diversity of the Board.

The Nominating and Governance Committee will take or continue to take the following steps in its director selection process:

- Focus on identifying director candidates who will contribute to a more diverse board, in terms of gender, age, race, ethnicity or culture;
- Direct any outside search firm engaged to assist in identifying director candidates to specifically include diverse candidates; and



- Seek to increase the gender and racial diversity of the Board; and if, at the end of any selection process, a candidate who increases gender or racial diversity is not selected, the Board must be confident that there is an objective reason such a candidate was not selected.

#### **MONITORING AND REPORTING**

In order to promote board diversity, the Nominating and Governance Committee will annually review gender, age, race, ethnicity and culture, and other dimensions of diversity. Averages of age, tenure and other demographics will be reviewed. The Nominating and Governance Committee will review all steps taken pursuant to these Guidelines on an annual basis, assess the Board's progress in achieving diversity, and present its findings and assessment to the full Board for input. The Nominating and Governance Committee will report in the Company's annual report and/or proxy statement the Board's composition and diversity, as and when required.

#### **REVIEW OF THIS GUIDELINE**

The Nominating and Governance Committee will review these Guidelines, as appropriate, to ensure its effectiveness. The Nominating and Governance Committee will discuss any revisions that may be required and recommend such revisions to the Board for consideration and approval.

#### **DISCLOSURE**

These Guidelines will be published under the Governance section of the Company's investor relations website and will be described or referred to in the Company's annual report and proxy statement.

Effective Date: April 5, 2020