

## **COMPENSATION COMMITTEE CHARTER**

### **MEMBERS**

Jeffrey Edwards, Chair  
Charles H. Cannon, Jr.  
Thomas E. Chorman  
Michael A. Hickey

### **STATUS**

The Compensation Committee (the “Committee”) is a standing committee of the Board of Directors of Standex International Corporation (the “Company”).

### **MEMBERSHIP**

The Committee shall consist of no less than three nor more than five members. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange and, if deemed appropriate from time to time, meet the definition of “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934, and “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986. 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 standards.

The Board shall appoint the members of the Committee annually, considering the recommendation of the Nominating & Corporate Governance Committee.

The members of the Committee shall serve for one year terms. The Nominating & Corporate Governance Committee shall designate the Chairman of the Committee. The members of the Committee shall serve until their resignation, retirement or removal by the Board of Directors and until their successors shall be appointed. The Board shall have the power at any time to remove any member of the Committee with or without cause and to fill vacancies in it, subject to such new member(s) satisfying the above requirements.

### **PURPOSE**

The purposes of the Compensation Committee are (i) to discharge the responsibilities of the Board of Directors relating to compensation of the Company’s CEO and the senior management group, (ii) to produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement that complies with the rules and regulations of the Securities and Exchange Commission, (“SEC”) the New York Stock Exchange (“NYSE”) and any other applicable rules and regulations; (iii) to administer the long term incentive plan, stock option, employee stock purchase and similar plans and administer all other cash, equity and non-cash compensation policies and programs of the Corporation as they relate to the senior management group. For purposes hereof, the “senior management group” shall be those persons designated “officers” by the Board for purposes of Section 16 of the Securities Exchange Act of 1934 and the rules thereunder (“Section 16 Officers”) as well as those divisional and business unit leaders who report to the President and Chief Executive Officer whether or not such individuals are Section 16 Officers.

## **DUTIES AND RESPONSIBILITIES**

The Committee shall review and approve corporate goals and objectives as submitted by the CEO on an annual basis. The Committee shall (i) evaluate the performance of the CEO and senior management group based on the performance in relation to the goals and objectives, (ii) make recommendations to the Board of Directors with respect to incentive based and equity based compensation plans, (iii) set the compensation levels taking into consideration similar compensation levels and incentive awards at similar companies, and (iv) prepare an annual performance evaluation of the Committee.

To fulfill its responsibilities the Committee shall:

1. have the sole authority to retain, obtain advice from and terminate any compensation consultant (which shall include external legal counsel, other external advisors and firms specializing in compensation matters) engaged to assist in the evaluation of Director and senior management group compensation, direct responsibility for the appointment, compensation and oversight of the work of such compensation consultant and sole authority to approve and authorize the consultant's fees and other retention terms. The Committee shall have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding provided by the Company and in such amount as determined by the Committee, for payment of reasonable compensation to any compensation consultant retained by the Committee. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. Prior to selecting or receiving advice from any compensation consultant, the Committee shall be required to evaluate the independence of such compensation consultant, and, in so doing, the Committee shall take into account the independence factors under applicable New York Stock Exchange listing standards and any other factors that the Committee determines to be relevant.
2. review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives and have sole authority to determine the CEO's compensation level based on this evaluation.
3. review and approve salary structures for the senior management group and incentive and equity-based compensation plans under which the senior management group is eligible to receive awards.
4. adopt, administer, approve and ratify awards under incentive compensation and equity-based plans, including amendments to the awards made under any such plans, and review and monitor awards under such plans.
5. review, make recommendations and approve performance or operating goals for participants in the Company's incentive plans.
6. make regular reports to the Board of Directors.
7. review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval. The Compensation Committee shall annually review its own performance.
8. review and approve, at least annually, any current or prospective CEO and the senior management group of the Company's (i) employment agreements, severance arrangements, and change in control agreements or provisions, in each case, when and if appropriate, and (ii) special or supplemental benefits, if any.
9. review periodically Board of Directors compensation and make recommendations to the Board for changes.
10. review whether the Company's compensation practices, policies and programs for the senior

management group and other employees encourage unnecessary or excessive risk taking and whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company.

11. review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to the senior management group and other employees.
12. approve or make recommendations to the Board with respect to the adoption or modification of policies regarding the pledging or hedging of Company stock, if any, and monitor compliance with respect to any adopted policy on pledging and hedging.
13. establish and monitor compliance with any stock ownership and holding guidelines of the Company that are applicable to executive officers or directors.
14. recommend to the Board for approval the frequency with which the Company will include in its proxy and information statement a management proposal that provides shareholders an advisory vote on executive compensation (“Say on Pay”). This review should take into account the most recent shareholders advisory vote on the frequency of Say on Pay resolutions at the Company.
15. review and consider the results of the Company’s most recent Say on Pay vote, if any, and any other feedback garnered through the Company’s ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay vote outcomes and other shareholder feedback.
16. review and oversee stockholder proposals relating to executive compensation matters.
17. monitor compensation and regulatory developments and trends and solicit independent advice where appropriate.
18. review the performance, development and leadership capabilities of key executive officers and succession planning strategies of the Company.
19. review and discuss with management the Compensation Discussion & Analysis (“CD&A”) to be included in the Company’s proxy statement, and determine whether the CD&A may be included in the Company’s proxy statement, in accordance with applicable rules and regulations.
20. carry out such other action and/or duties as may be delegated to it by the Board from time-to-time.

### **MEETINGS/OPERATIONS**

- The Compensation Committee shall meet no less than three times per year.
- The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda. Committee members also may raise at any meeting subjects that are not on the agenda.
- The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time.
- A majority of the members of the Committee shall constitute a quorum.
- The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.
- The Committee may take action by unanimous written consent in lieu of a meeting.
- The Committee may hold executive sessions at which no members of management of the

company are present.

- The Committee shall meet in executive session on compensation matters pertaining to the CEO.
- The Committee Chair shall review, and the Committee shall approve, the Committee minutes and they shall be filed with the Secretary of the Company for retention with the records of the Company.
- The Committee may, in its discretion, delegate specific duties and responsibilities to a subcommittee or an individual Committee member, or to management, to the extent permitted by applicable law and provided that such delegation would not otherwise be inconsistent with applicable rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange.

### **REPORTS**

The Compensation Committee shall prepare a report each year on executive compensation for inclusion in the Corporation's proxy statement relating to the annual meeting of stockholders as required by the SEC and NYSE.