

# **VOLT INFORMATION SCIENCES, INC. CHARTER OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

## **I. PRIMARY PURPOSE**

The Human Resources and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Volt Information Sciences, Inc. (the “Company”) is appointed by the Board principally to discharge the Board’s responsibilities relating to compensation of the Company’s Senior Officers<sup>1</sup> and to oversee the administration of the Company’s equity incentive and Senior Officer compensation programs.

## **II. COMPOSITION**

The Committee will consist of at least three directors, each of whom will be appointed and replaced by the Board after recommendation by the Nominating and Corporate Governance Committee. Each member of the Committee will meet the independence requirements of the Securities and Exchange Commission, the NYSE American (the “NYSE American”) and any other stock exchange on which the common stock or any other security of the Company is listed. In addition, at least two members will qualify as “non-employee” directors under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act”), and, to the extent determined by the Board to be applicable, “outside” directors under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”). The Committee’s chairperson will be recommended for appointment by the Nominating and Corporate Governance Committee and appointed by the Board.

## **III. MEETINGS**

The chairperson of the Committee (or his or her designee from the Committee) will preside at each meeting and, in consultation with the other members of the Committee and management, will set the frequency of, and the agenda for, each meeting. To assist it in discharging its functions, the Committee may invite to its meetings other directors or representatives of management, counsel, advisers, and any other persons whose advice or counsel is sought by the Committee.

## **IV. AUTHORITY AND RESPONSIBILITIES**

In furtherance of the purpose of the Committee described above, the Committee will have the following authority and responsibilities:

1. The Committee will annually review and recommend to the independent members of the Board the compensation level of the Chief Executive

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<sup>1</sup>“Senior Officers” means the CEO and each other officer subject to Section 16 of the Exchange Act.

Officer (the “CEO”) relative to the performance of the CEO in light of goals and objectives. In connection therewith, the Committee will review and recommend to the independent members of the Board: (i) any proposed employment, compensation, severance, retirement, benefit, perquisite, termination or change-in-control contract, plan or arrangement and/or equity grants between the Company and the CEO or any proposed CEO (other than any plan or arrangement offering benefits that do not discriminate in scope, terms or operation in favor of the CEO and that are generally available to all salaried employees); and (ii) any proposed extension or significant amendment thereto. The Committee shall conduct an annual review of the CEO’s performance and report its findings to the Board.

2. The Committee will annually review and approve the compensation of the Senior Officers (other than the CEO) and evaluate performance relative to goals and objectives. In connection therewith, the Committee will review and approve: (i) any proposed employment, compensation, severance, retirement, benefit, perquisite, termination or change-in-control contract, plan or arrangement and/or equity grants, between the Company and a Senior Officer (other than the CEO) or proposed Senior Officer (other than a proposed CEO) (other than any plan or arrangement offering benefits that do not discriminate in scope, terms or operation in favor of such Senior Officers and that are generally available to all salaried employees); and (ii) any proposed extension or significant amendment thereto. In connection with the foregoing, management will develop recommendations for the Committee’s consideration. The Committee hereby delegates the foregoing authority to the CEO with respect to all employees of the Company who are not Senior Officers, subject to paragraph 3.
3. The Committee will oversee the design and administration of the Company’s equity-based compensation plans, programs and practices, including periodically assessing whether such plans, programs and practices are reasonably designed to: (i) attract, retain and motivate highly qualified personnel; and (ii) appropriately align the interests of management and the shareholders, and will make recommendations to the independent members of the Board with respect to such plans, programs and practices. The Committee will exercise all powers expressly allocated to it under any of the Company’s equity-based compensation plans, including the powers to grant stock options and other equity-based awards thereunder. In connection with the foregoing, to the extent permitted by applicable law, the Committee may delegate to one or more Senior Officers or a sub-committee of the Board of the Company the authority, within guidelines established by the Committee, to approve equity

compensation awards under established equity-based compensation plans of the Company to employees of the Company who are not Senior Officers.

4. The Committee will have the authority to design, establish, maintain, administer, amend and terminate the retirement and health and welfare benefit plans and any corresponding trusts of the Company. In connection with the foregoing, the Committee may form and delegate authority to committees composed partly or wholly of non-Committee members, including members of the Company's management team, unless such delegation is prohibited by law. The Committee may also create, amend and terminate charters governing the authority and responsibilities of such committees.
5. The Committee, in consultation with management, will oversee compliance with laws and regulations governing executive compensation, including Rule 16b-3 promulgated under the Exchange Act, Sections 162(m) (if applicable) and 409A of the Code, and the Sarbanes-Oxley Act of 2002.
6. The Committee will, on an annual basis, review and recommend to the Board for approval non-employee director compensation and benefits.
7. The Committee will issue committee reports in the manner required under the rules and regulations of the U.S. Securities and Exchange Commission, including reports regarding the Committee's review and recommendation of the Compensation Discussion and Analysis to be included or incorporated in the Company's proxy statement and annual report on Form 10-K. The Committee will review and recommend to the independent members of the Board for approval (i) the frequency with which the Company will conduct the "say-on-pay" vote required by Section 14A of the Exchange Act, and (ii) any related "say-on-pay" proposals to be included in the Company's proxy statement. The Committee will also review and make recommendations to the Board as to other shareholder or management proposals regarding compensation matters to be included in the Company's proxy materials.
8. The Committee shall meet with management periodically to review and make recommendations to the Board relating to succession planning and management development of Senior Officers. For succession planning of the CEO, the Committee shall work in conjunction with the Nominating/Corporate Governance Committee.
9. The Committee will annually assess and report to the Board risks arising out of the Company's employee compensation policies and practices.
10. The Committee will make regular reports to the Board.

11. The Committee will have the sole authority to appoint and terminate any compensation consultant retained to assist the Committee in discharging its functions, and may, to the extent it deems necessary or appropriate, retain legal, financial or other advisers (such consultant and such advisers being referred to collectively as “Advisers”). The Committee will be directly responsible for setting the compensation and overseeing the work of any such Advisers. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such Advisers. The Committee will have full access to the Company’s records, officers, employees and outside advisors as necessary to perform its duties. Prior to selecting any Adviser, and on an annual basis for Advisers from whom the Committee obtains advice on a regular basis (not including in-house legal counsel), the Committee will evaluate such Adviser’s independence from management, taking into consideration all relevant factors, including those specific independence factors required to be considered under applicable SEC and NYSE American listing rules. In addition, the Committee will also determine whether the work of any compensation consultant has raised any conflict of interest and, if so, review the proposed disclosure in the Company’s proxy statement of the nature of the conflict and how the conflict is being addressed. The independence factors referenced above are among the factors to be considered by the Committee in determining whether a conflict of interest exists.
12. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee will annually review its own performance.
13. The Committee will perform any other services or conduct any other activities consistent with applicable law, this Charter, and the Company’s organizational documents and corporate governance guidelines that the Board may delegate from time to time to the Committee, including adopting and administering any necessary or appropriate claw-back policy or stock ownership guidelines.

Approved: September 2020