

Compensation committee charter



The Compensation Committee (the “Committee”) of the Board of Directors (“Board”) of SEI Investments Company (the “Company”) is appointed by, and generally acts on behalf of, the Board.

I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (“Board”) of SEI Investments Company (the “Company”) is appointed by, and generally acts on behalf of, the Board. The Committee’s purposes shall be:

A. To establish and periodically review the Company’s compensation philosophy and the adequacy of compensation plans and programs for executive officers;

B. To establish compensation arrangements and incentive goals for executive officers and to administer compensation plans which, by their terms contemplate, or under applicable law require, administration by the Board of Directors or a committee thereof, including without limitation the Company’s equity compensation plans;

C. To review the performance of the executive officers and award incentive compensation and adjust compensation arrangements as appropriate based upon performance;

D. To prepare the report on executive compensation for inclusion in the Company’s annual proxy statement in accordance with Securities and Exchange Commission rules and regulations.

II. Membership

A. The Committee shall be composed of at least two directors, each of whom must be independent. A director shall qualify as independent if the Board has affirmatively determined that the director is independent pursuant to the requirements of Rule 5605(d) of the NASDAQ Continued Listing Guide. In addition, to the extent the Committee so determines from time to time, for purposes of meeting the requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), or any successor Code section, the Committee, or a sub-committee (which shall consist of at least two directors) approving the performance goals to which certain of the executive compensation is tied in making such performance-based awards, shall consist solely of “outside” directors, as defined in Treasury Regulation 1.162-27(e)(3) promulgated under the Code. Moreover, for the purpose of facilitating the availability of the exemptive provisions of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange

Act”), the Committee, or a sub-committee (which shall consist of at least two directors) approving grants and awards of Company securities (which shall be deemed to include, for purposes of this sentence, “phantom” securities), shall consist solely of “non-employee directors,” as defined in Rule 16b-3(b)(3)(i) under the Exchange Act.

B. The members of the Committee shall be nominated by the full Board and appointed by the Board for one-year terms or until their successors are duly appointed, subject to their earlier resignation, retirement, or removal. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office. The full Board shall designate one member of the Committee to serve as Chairperson.

III. Meetings, Procedures and Funding

A. The Committee shall meet as often as it may deem necessary and appropriate in its judgment, but in no event less than two times per year. A majority of the members of the Committee shall constitute a quorum.

B. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.

C. The Committee may delegate authority to one or more members of the Committee when appropriate, but no such delegations shall be permitted if the authority is required by a law, regulation, or listing standard to be exercised by the Committee as a whole.

D. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.

E. The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and the Charter.

F. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

G. The Committee shall report to the Board on the matters discussed at each meeting of the Committee, including describing all actions taken by the Committee at the meeting.

H. The Committee shall have sole authority and oversight over, and necessary funding, to retain, set compensation and retention terms for, and terminate, any compensation and other consultants, legal counsel or other advisors that the Committee determines to be necessary or advisable in the performance of the Committee's duties. In connection therewith, the Committee shall conduct an independence assessment in accordance with Rule 5605(d)(3)(D) of the NASDAQ Continued Listing Guide with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Compensation Committee, other than in-house legal counsel.

I. The Committee and its advisors shall have access to internal advisors and all other resources within the Company to assist it in carrying out its duties and responsibilities.

IV. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

A. Compensation Philosophy, Plans, and Programs

- Periodically review, consider, and approve the philosophy for compensation of the Company's executive officers, including without limitation the risks to the Company that might be presented by the Company's compensation policies.
- Approve compensation plans for executive officers, including incentive and equity-based plans and programs, any appropriate employment contracts, special retirement benefits, and severance or change in control arrangements.
- Annually review the adequacy of such plans and programs for the executive officers and such other employees as the Committee may determine, ensuring appropriate levels of incentive to management, and aligning management's goals with the interests of stockholders, employees and clients, and report the results of, and recommendations resulting from, such review to the Board.
- Oversee the administration of the Company's incentive and equity-based plans and programs and make adjustments as necessary.
- Monitor the requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended, and determine the extent to which the Company should comply with its provisions and any steps that the Committee must take in order to comply with such provisions.

B. Specific Compensation Amounts and Incentives

- Approve annual base salary amounts for executive officers and, based upon discussions with the CEO in advance of the commencement of the fiscal year or as soon after

commencement of the fiscal year as reasonably possible, approve annual incentive opportunity levels and the financial and any other goals to be met to earn annual and long-term incentive awards, and recommend, where appropriate, Board approval of such salary amounts and incentive levels and goals.

- Review and evaluate, at least annually and taking into account the views of the other members of the Board, the performance and leadership of the CEO and determine and recommend, where appropriate, Board approval of the amounts of annual and any long-term incentive awards and any adjustments to the annual salary amounts based upon such performance and consistent with the achievement of the established goals, it being a requirement of such review and evaluation that the CEO may not be present during the Committee's vote or deliberations on his or her compensation.
- Review with the CEO his evaluation of the performance of the other executive officers and determine with the CEO, and recommend, where appropriate, Board approval of, the amounts of annual and any long-term incentive awards and any adjustments to the annual salary amounts based upon such performance and consistent with the achievement of the established goals.
- Approve grants of equity compensation awards under the Company's equity compensation programs to all executive officers and, to the extent contemplated by the applicable equity compensation plan or required by applicable law, to all grantees of awards under such equity compensation program.

C. Other Responsibilities

- Prepare the report on executive compensation and a discussion and analysis of executive compensation for inclusion in the Company's annual proxy statement in accordance with Securities and Exchange Commission regulations.
- Perform any other activities consistent with this Charter, the Company's Articles of Incorporation, the Company's Bylaws, and governing law as the Committee or the Board deems necessary or appropriate.
- Take all actions and make such determinations as are required under any compensation plan or arrangement which are ascribed by such plan to the Compensation Committee.



1 Freedom Valley Drive
P.O. Box 1100
Oaks, PA 19456
610-676-1000

seic.com

