

HUMAN CAPITAL MANAGEMENT AND COMPENSATION COMMITTEE CHARTER OF
THERMON GROUP HOLDINGS, INC.

(together with its direct and indirect subsidiaries, the "*Company*")

As adopted by the board of directors of the Company, effective August 3, 2021.

Purpose

The purpose of the Human Capital Management and Compensation Committee (the "*Committee*") of the Board of Directors (the "*Board*") of the Company is to (i) discharge the Board's responsibilities relating to compensation and benefits of the Company's executive officers, (ii) review and recommend to the Board compensation and benefits plans, policies and programs, as well as approve individual executive officer compensation, intended to attract, retain and appropriately reward employees in order to motivate their performance in the achievement of the Company's business objectives and align their interests with the long-term interests of the Company's stockholders, (iii) evaluate and recommend to the Board appropriate compensation for the Company's non-employee directors, (iv) prepare the compensation committee report on executive compensation required to be included in the Company's annual report or proxy statement relating to the election of directors, (v) oversee the Company's strategies and policies related to human capital management, including diversity and inclusion and (vi) oversee the Company's programs and practices relating to talent and leadership development.

Composition of the Committee

The Committee shall be comprised of three or more directors, each of whom (i) meets the independence requirements of the New York Stock Exchange (the "*NYSE*") and the Company's corporate governance guidelines, (ii) otherwise satisfies the applicable independence standards for compensation committee service imposed by the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the "*Exchange Act*"), and the NYSE and (iii) meets the requirements for a "Non-Employee Director" contained in Rule 16b-3 under the Exchange Act. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal by the Board. Members of the Committee may be removed by the Board in its complete discretion.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice a year. The Board shall designate one member of the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, pursuant to and in accordance with the Company's bylaws. The Committee may meet by telephone, video conference or similar means of remote communication and may take action by unanimous written consent of all Committee members.

Each member of the Committee shall have an equal vote. One-third of the members of the Committee, but not less than two members of the Committee, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee

members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each unanimous written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

Delegation

The Committee may form, and delegate authority to, subcommittees consisting of one or more members when it deems appropriate and to the extent permitted by law.

External Advisers

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser (a "*Committee Adviser*") as it deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Adviser retained by the Committee and shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Adviser as well as for any costs or expenses related to the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties. To the extent required by NYSE rules, the Committee shall assess the independence of any Committee Adviser taking into account the factors specified by applicable NYSE rules. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company and shall have full, unrestricted access to Company's books, records and facilities.

Duties and Responsibilities

In furtherance of its purpose, the Committee shall:

1. Annually review and approve corporate goals and objectives relevant to chief executive officer ("*CEO*") compensation and evaluate the CEO's performance in light of those goals and objectives and, either as a Committee or together with the other directors who meet the independence requirements of the NYSE (as directed by the Board), determine and approve the CEO's compensation, including salary, bonus, fees, incentive awards, benefits and perquisites, based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider a number of factors, including the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
2. Review, approve or, when appropriate, make recommendations with respect to the compensation of the Company's executive officers other than the CEO, including salaries, bonuses, fees, incentive awards, benefits and perquisites. This would include, but not be limited to, establishing targeted performance levels and certifying performance results with respect to the Company's corporate incentive compensation awards, as well as approving relevant comparator sets, peer groups, or other benchmarks to be used when assessing the compensation of the Company's executive officers.
3. Review and assess the risks associated with the Company's compensation policies and practices, including an annual review of (i) the Company's risk assessment of its compensation policies

and practices for its employees and an annual determination of whether any such risks are reasonably likely to have a material adverse effect on the Company and (ii) whether the Company's incentive-compensation plans encourage excessive or inappropriate risk taking.

4. Review, approve or, when appropriate, make recommendations to the Board regarding adoption or material modification of the Company's executive compensation philosophy, strategy and principles, and compensation plans, including with respect to incentive compensation plans and equity-based plans, policies, and programs.
5. Review the Company's employee and management benefit plans and policies and provide oversight of each employee benefit plan.
6. Approve grants and/or awards of restricted stock, stock options and other forms of incentive compensation (cash and equity) under the Company's stock option, incentive compensation and equity-based plans.
7. Evaluate and recommend to the full Board appropriate compensation for the Company's non-employee directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
8. Review and assess the CEO and other executive officer succession planning and report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to CEO and executive officer positions.
9. Review the Company's leadership development programs and initiatives and discuss performance, leadership development, and succession planning.
10. Review and monitor processes and initiatives related to organizational engagement, talent sourcing and development, leadership effectiveness, work environment, and other cultural issues as may be determined by the Committee.
11. Annually review and monitor the Company's human capital management practices including but not limited to diversity and inclusion philosophies. Prioritize and emphasize adherence to these policies.
12. Approve (i) the adoption of, and any material revisions to, plans intended to meet the requirements of Section 401(a) or Section 423 of the Internal Revenue Code of 1986, as amended, or the requirements for a "parallel excess plan" contained in Section 303A.08 of the NYSE's Listed Company Manual, (ii) grants and/or awards of equity-based compensation under any plans acquired in corporate acquisitions or mergers and any conversions, replacements or adjustments of outstanding stock options or other equity-based compensation awards made to reflect an acquisition, a merger or other corporate transaction, and (iii) any inducement grants of stock options or other equity-based compensation made to a person hired or rehired by the Company in accordance with Section 303A of the NYSE's Listed Company Manual.
13. Review and approve, for the CEO and other executive officers of the Company, when and if appropriate, employment agreements, severance agreements, consulting agreements and change in control or termination provisions/agreements/plans.
14. Review and discuss with management the compensation discussion and analysis required to be included in the Company's annual report or proxy statement. Based on such review and

discussion, the Committee shall make a recommendation to the Board as to whether such compensation discussion and analysis shall be included in such annual report or proxy statement and shall prepare the compensation committee report required to be included in such annual report or proxy statement.

15. Review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes. In addition, the Committee will review any other compensation-related stockholder proposals, the results of such proposals, and recommend to the Board how to respond to such results.
16. Oversee and participate, as applicable, in engagement efforts with shareholders and proxy advisory firms.
17. Develop and implement policies with respect to the recovery or "clawback" of any excess compensation (including stock options) paid to any of the Company's executive officers in accordance with the terms of any clawback or recoupment policy adopted by the Company based on erroneous data.
18. Determine and monitor compliance with stock ownership guidelines for the CEO and other executive officers of the Company.
19. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
20. In consultation with the Nominating and Corporate Governance Committee, conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.
21. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
22. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, and applicable laws, rules and regulations and such other requirements applicable to the Company, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

Powers of the Committee

The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes, engage external advisers and carry out its duties and responsibilities as set forth in this Charter.