

LEADERSHIP AND COMPENSATION COMMITTEE CHARTER

As Adopted by the Board of Directors Effective August 16, 2022

Purpose

The purpose of the Leadership and Compensation Committee (the Committee) of the Board of Directors (the Board) of Quantum Corporation (the Company) shall be to assist the Board in meeting its responsibilities to oversee and determine executive compensation, and to review and make recommendations to the Board with respect to the Company's major compensation plans, policies and programs. The Committee has overall responsibility for approving and evaluating all Company compensation plans, policies and programs as they affect the compensation of the Company's executive officers (collectively, the Executive Officers), and to ensure that such plans, policies and programs are aligned with the Company's overall strategy and objectives, except that the Board shall have the responsibility to approve the compensation of the Chief Executive Officer (CEO).

Membership and Organization

The Committee shall consist of at least three Board members, with the exact number determined by the Board. The Board, having given consideration to the recommendations, if any, from the Corporate Governance and Nominating Committee, shall appoint Committee members from time to time but not less than annually at its first meeting following the annual shareholder meeting. Also having given consideration to the recommendation of the Corporate Governance and Nominating Committee, if any, the Board shall designate a Committee Chair. If the Board does not designate a Chair, the Committee members may designate a Chair by a majority vote. The Chair (or in his or her absence a member designated by the Chair) shall preside at all Committee meetings.

Committee members may be removed, without cause and at any time, by the affirmative vote of the majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Board, its Chair, or the Corporate Secretary (unless the notice specifies a later time for the effectiveness of such resignation).

Each Committee member shall meet the independence standards established from time to time by the Nasdaq Stock Market (Nasdaq) and the Securities and Exchange Commission (the SEC) and applicable to the Committee. Any exemptions from the independence requirements set forth in such rules and regulations shall also be applicable to Committee members. Each Committee member shall also meet any additional independence standards that may be established from time to time by the Board or the Corporate Governance and Nominating Committee. In addition, each member shall qualify as a "non-employee director" as such term is defined in Section 16 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder (the Exchange Act), or any successor provisions thereto.

The Committee shall meet periodically, as deemed necessary by the Committee Chair and at his or her call. Except as the Board may otherwise determine, the Committee may make rules for the conduct of its business, but the Committee business shall be conducted as nearly as possible in the same manner as is provided in the Company's Bylaws.

Delegation to Subcommittee

The Committee may form and delegate authority to subcommittees consisting of one or more Committee members when appropriate, as provided in the resolutions of the Committee, except to the extent such delegation is limited by applicable law or listing standard. The actions of any such subcommittee shall be presented to the full Committee at the next scheduled Committee meeting.

Resources and Authority

The Committee shall have the resources and appropriate authority, without seeking the approval of the Board, to discharge its responsibilities. The Committee shall have the authority, in its sole discretion, to select, retain (or obtain the advice of) and any adviser to assist it in the performance of its duties, including any outside compensation, legal, accounting or other consultants or advisers (collectively, “Advisers”), but only after taking into consideration all factors relevant to the Adviser’s independence from management including those specified in Nasdaq Listing Rule 5605(d)(3). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser the Committee retains and shall have sole authority to approve the fees and other terms and conditions of such Adviser’s retention. The Committee shall have the sole authority to conduct investigations into any matters within the scope of its responsibilities. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee and other administrative expenses.

The Committee may request any director, officer or employee of the Company, the Company’s outside counsel or independent auditors or such other persons as it deems appropriate to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The CEO shall not be present during, nor participate in, deliberations or voting in connection with any matters related to his or her compensation. The Committee shall have full access to all Company books, records, facilities and personnel in connection with discharging its responsibilities.

Duties and Responsibilities

In addition to the foregoing, the following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight function. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that it may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or listing standard.

The Committee shall:

1. Review and approve the corporate goals and objectives relevant to the compensation of the Executive Officers.
2. Evaluate the performance of the Executive Officers in light of such goals and objectives at least annually and communicate the results to the Board CEO.
3. Periodically review with the CEO and Board Chair (or the Lead Independent Director if the CEO is the Chair) the CEO’s succession plan and management development plan, and make plan recommendations to the Board .
4. Determine annually a peer group of companies the Committee deems appropriate for comparative purposes with respect to the Executive Officer compensation.
5. Evaluate the Company’s strategy for managing its employee talent worldwide, including actions and programs which support the Company’s pay-for-performance philosophy and human resources strategy.

6. Review and discuss with the Company's management any risks arising from the Company's compensation policies and practices for all employees that are reasonably likely to have a material adverse effect on the Company.
7. Based on the evaluations and determinations referred to above, review and approve the compensation levels for the Executive Officers (excluding the CEO), including, as applicable, (i) base salary; (ii) bonus, (iii) all incentive awards and opportunities, including cash- and equity-based awards and opportunities and long-term incentive and equity compensation; (iv) any employment and/or severance agreements and arrangements; (v) any change-in-control agreements or arrangements or change-in control provisions affecting any elements of benefits and compensation, including any related severance payments or arrangements; and (vi) any other compensation, perquisites, and special or supplemental benefits for current or former Executive Officers.
8. Based on the evaluations and determinations referred to above, review and consider CEO compensation for recommendation to the independent members of the Board.
9. In consultation with the CEO, review and recommend to the Board guidelines for reviewing the performance and establishment of compensation policies for all other Company employees, and for the delegating to the Company's Executive Officers compensation determinations for all Company employees who are not Executive Officers.
10. Establish and modify the terms and conditions of employment of the Executive Officers, by contract or otherwise.
11. Make recommendations to the Board regarding the fees and other compensation to be paid to non-employee of the Board members for their services as directors and committee members.
12. Be directly responsible for and have authority, in its sole discretion, over the appointment, compensation, oversight and termination of the work of any Adviser retained by the Committee. Prior to retaining any Adviser, and from time to time as the Committee deems appropriate, assess the Adviser's independence, taking into consideration all factors relevant to such Adviser's independence from management, including those specified in Nasdaq Listing Rule 5605(d)(3) and 5605(d)(1)(D) and any other applicable Nasdaq listing standards. The Committee shall ensure that any related disclosure required by SEC or Nasdaq rules and regulations is included in the Company's proxy statement.
13. Administer the Company's stock and other equity-based compensation plans (other than with respect to equity awards to Board members, which shall be considered by the entire Board) in accordance with the terms of such plans and provide necessary approval in order to qualify the Company's equity compensation plans for various exemptions that may be established by the SEC under Section 16 of the Exchange Act.
14. Oversee the administration of the Company's other employee benefit plans.
15. Maintain sole discretionary authority to interpret provisions of the Company's executive compensation plans.
16. Establish all rules necessary or appropriate for implementing and conducting the Company's executive compensation plans.
17. Administer any clawback policies or provisions as required by law and/or adopted by the Company.
18. Determine, as applicable in connection with the Company's stock plans, such matters as eligibility for participation; persons to receive awards; the amount, form and other terms and conditions of awards; the form of agreements pertaining to such awards; the manner and form of deferral elections; or, when appropriate, the authorization of the Company's purchase of its stock for allocation to the accounts of persons to whom awards have been made under such plans.
19. Review the Company's incentive compensation and other equity-based plans and practices and recommend changes in such plans and practices to the Board.
20. Approve equity compensation plans and award grants not subject to stockholder approval under applicable listing standards.

21. Review and consider for recommendation to the Board stock ownership guidelines applicable to non-employee Board members and officers, and annually review compliance with any such stock ownership guidelines and make recommendations as appropriate.
22. Review and discuss with management the Company's Compensation Disclosure and Analysis (CD&A), and based on that review and discussion, recommend to the Board whether the Company's CD&A should be included in the Company's annual proxy statement or annual report on Form 10-K.
23. Prepare the Leadership and Compensation Committee report as required by SEC rules for inclusion in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC. Review and recommend to the Board for approval the frequency with which the Company will conduct a stockholder advisory vote to approve the compensation of the Company's named executive officers (Say on Pay Vote), taking into account the results of the most recent stockholder vote on the Say on Pay Vote frequency as required by Section 14A of the Exchange Act, and review and approve the Say on Pay Vote proposals to be included in the Company's proxy statement. The Committee shall also evaluate Say on Pay Vote outcomes and other stockholder input on executive compensation pay programs as part of its ongoing assessment of executive compensation programs and policies.
24. Monitor the Company's compliance with the requirements under Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.
25. Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the Nasdaq rules that, with limited exception, stockholders approve equity compensation plans.
26. Review and reassess the adequacy of this Charter annually at its first meeting following the annual shareholder meeting and recommend any proposed changes to the Board. The Committee shall annually evaluate and report to the Board its performance with respect to its duties and responsibilities set forth in this Charter. The self-assessment shall be conducted in such manner as the Committee deems appropriate.
27. Regularly report to the Board on the Committee's activities.