

Compensation and Human Capital Committee Charter



I. Purpose

The Compensation and Human Capital 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 to:

- A. Perform those duties and responsibilities delegated to the Committee by the Board as set forth in this Charter;
- B. Review and approve the compensation of the Company’s “executive officers” within the meaning of Rule 3b-7 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and “officers” within the meaning of Rule 16a-1(f) under the Exchange Act (together with the Company’s Chief Executive Officer, the “Officers”);
- C. Assist the Board in its oversight of the Company’s strategies and practices to identify, retain, develop and incentivize talented and experienced personnel that enable the Company’s strategic ambitions and support its cultural objectives; and
- D. Administer the Company’s equity compensation plans.

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 applicable law, rule and regulation, including the rules and regulations of the United States Securities and Exchange Commission and the rules of any exchange or market where the securities of the Company are traded “Applicable Rules”). In particular, each Committee member shall qualify as a “Non-employee Director” for the purposes of Rule 16b-3 under the Exchange Act.
- B. The members of the Committee shall be nominated by the full Board and appointed by the Board to serve pursuant to the policies and procedures as may be established by the Board for its committees from time to time and until their successors are duly elected and qualified or 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.
- C. 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, a majority of the members of the Committee, or the Secretary of the Company, 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 Applicable Rules 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 this Charter.
- F. The Committee shall keep written minutes of its formal meetings, which minutes shall be maintained with the books and records of the Company.
- G. The Committee shall periodically report to the Board on the matters discussed at each meeting of the Committee since its last report, 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 Applicable Rules 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
 - Review, annually, and approve the Company's compensation philosophy to ensure that it:
 - promotes the interests of stockholders, clients and employees;
 - supports the Company's strategic and tactical objectives; and
 - provides appropriate rewards and incentives for management and employees of the Company, including review of compensation-related risk management.

- Review, annually, and approve corporate goals and objectives relevant to Officer's compensation and evaluate performance in light of those goals.
- Review, annually, and determine the individual elements of total compensation for the Company's Chief Executive Officer, and during such voting and deliberation the Company's Chief Executive Officer will not be present.
- Review, annually, and determine the individual elements of total compensation for all other of the Company's Officers.
- Review annually, and determine the amount of general incentive compensation awards to be allocated to the Company's business units and corporate functions; provided, however, that the specific amounts of annual incentive compensation awards payable to the individual employees of such business units and corporate functions, other than Officers, shall be at the discretion of the managers or the relevant business unit and corporate function;
- Approve any perquisites, cash payments and other compensation and benefit arrangements for the Officers.
- Make and approve equity grants and other discretionary awards under the Company's equity incentive plans to all persons who are Officers.
- Grant equity awards and other discretionary awards under the Company's equity incentive plans to all other eligible individuals in the service of the Company or its subsidiaries.
- Amend the provisions of the Company's equity incentive plans, to the extent authorized by the Board, and make recommendations to the Board with respect to incentive compensation and equity-based plans.
- Approve equity incentive plans or amendments thereto and submit such plans or amendments to stockholders for approval as may be required by Applicable Rules.
- Ensure that incentive compensation plans are administered in a manner consistent with the Company's compensation philosophy and the terms of such plan, including but not limited to the following: participation, target annual incentive awards, corporate financial goals, and actual awards paid to Officers.
- 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.
- Review and approve all reports and summaries of Officer compensation policies and decisions, as may be required under applicable law.
- Administer any employee incentive or other compensation plan in accordance with such powers and authority as may be set forth in any such plans instruments or agreements.

B. Talent Management

- Review matters related to management performance, compensation and succession planning (including periodic review and approval of Company's Chief

Executive Officer and other Officer succession planning) and executive development for the Company's senior staff.

- Oversee and review the development and execution of the Company's practices, strategies, and policies used for recruiting, managing, and developing employees, and discuss progress with management as appropriate.
- Approve separation packages and severance benefits for Officers.
- Review and approve any employment or post-employment agreement with any Officer.
- Exercise, as necessary and appropriate, the authority of the Board with respect to the election of corporate officers of the Company during the periods between the regular meetings of the Board.

C. Other Responsibilities

- Review and discuss the "Compensation Discussion and Analysis" disclosure prepared pursuant to the requirements of Item 402(b) of Regulation S-K (or any successor disclosure item), and based on such review and discussion recommend to the Board whether such "Compensation Discussion and Analysis" disclosure should be included in the Company's Annual Report on Form 10-K, proxy statement, information statement or similar document.
- Communicate in the annual "Compensation Committee Report" to stockholders the disclosures required by Item 407(e)(5) of Regulation S-K (or any successor disclosure item).
- Perform any other activities consistent with this Charter, the Company's Amended and Restated Bylaws, and Applicable Rules, as the Committee or the Board deems necessary or appropriate.



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ABOUT SEI

SEI® (NASDAQ:SEIC) is a leading global provider of financial technology, operations, and asset management services within the financial services industry. SEI tailors its solutions and services to help clients more effectively deploy their capital—whether that's money, time, or talent—so they can better serve their clients and achieve their growth objectives.

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