

Wayside Technology Group, Inc.

Compensation Committee Charter

(Amended and Restated December 8, 2020)

The Compensation Committee (the “Committee”) is a committee of, and reports to, the Board of Directors (the “Board”) of Wayside Technology Group, Inc. (the “Company”). Through this Charter, the Board delegates certain responsibilities to the Committee to assist the Board in the fulfillment of its duties to the Company and its shareholders.

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation.

Authority and Outside Advisors

The Committee shall be given the resources and assistance necessary to discharge its responsibilities. The Committee shall also have the authority to engage outside advisers as it deems necessary or appropriate. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The compensation consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company’s in-house counsel) shall be independent as determined in the discretion of the Committee after considering the factors specified in the Nasdaq Listing Rules.¹ The Committee is not required to assess the

¹ NTD: NASDAQ rules require the comp committee to consider the independence of comp consultants; however, the rules do permit hiring of non-independent consultants. However, it is typically considered good governance to require in the charter that the consultants be independent.

independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

Membership

The Committee shall consist of two or more members of the Board. The members of the Committee shall be appointed by the Board and shall serve at the discretion of the Board. The Board shall designate one member of the Committee to serve as its chair. Each member of the Committee member of the Committee shall be independent in accordance with the rules of the Nasdaq Stock Market. Each member of the Committee must qualify as a “non-employee director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Procedures

The Committee shall hold at least three regular meetings each year, and such additional meetings as may be required. Meetings may be called by the Chair of the Committee, the Chairman of the Board or any two members of the Committee. Minutes of the Committee’s meetings shall be kept. To the extent practicable, the meeting agenda, draft minutes from the prior meeting and supporting materials shall be provided to Committee members prior to each meeting to allow time for review. The results of the meeting shall be reported to the full Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

Responsibilities

The Committee’s authority and responsibilities shall be:

- to review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, and, either as a committee or together with the other independent members of the Board of Directors (as directed by the Board), determine and approve the compensation level for the Chief Executive Officer based upon this evaluation;

- to review and make recommendations to the Board regarding the compensation of all other executive officers;
- to make recommendations to the Board of Directors with respect to incentive-compensation plans and equity-based plans and to administer such plans;
- to conduct a periodic review of the Company's general executive compensation policies and strategies and report and make recommendations to the Board with respect thereto;
- to review and approve corporate goals and objectives relevant to compensation of the the Chief Financial Officer and/or any other designated executive officers, and periodically evaluate their respective performances in light of such goals and objectives;
- to review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") recommend that the CD&A be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K; and
- to consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act when making compensation decisions or recommendations.

Annual Performance Review

The Committee shall conduct an annual evaluation of its performance in carrying out its responsibilities hereunder. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.