

## **CHARTER OF THE COMPENSATION COMMITTEE OF BYRNA TECHNOLOGIES INC.**

### **I. Purpose**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Byrna Technologies Inc. (the “Company”) to discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (the “CEO”) and the Company’s other executive officers (“executive officers” as used in this charter shall mean executive officers as defined in Rule 3b-7 under the Exchange Act (as defined below) and any other corporate officers of the Company who report directly to the CEO). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they relate to the executive officers.

### **II. Committee Membership**

The Committee shall consist of no fewer than two members of the Board. The members of the Committee shall meet the independence requirements of the NASDAQ Stock Market.

At least two members of the Committee also shall qualify as “outside” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating & Governance Committee of the Board. One member of the Committee shall be appointed as Committee Chair by the Board. Committee members and the Chair position may be replaced by the Board following the resignation or removal of a Committee member, based on recommendations from the Nominating & Governance Committee.

Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member. A Committee member may resign from the Committee upon written notice to the Board. Resignation from the Committee does not automatically resign the member from the Board.

### **III. Meetings**

The Committee shall meet at least quarterly and as often as necessary to carry out its responsibilities. The Committee Chair will preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at the meeting shall designate one of the other members as the acting chair of such meeting.

The Committee may request any officer or other employee of the Company, or any representative of the Company’s internal or outside legal counsel or other advisors (including any compensation adviser), to attend a meeting or to meet with any members or representatives of the Committee. Any individual whose performance or compensation is to be discussed at a Committee meeting should not attend such meeting unless specifically invited by the Committee.

Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence shall not destroy the quorum for the meeting. The Committee may act by unanimous written consent.

#### **IV. Duties and Responsibilities**

- A. The Committee shall, at least annually, review and approve for recommendation to the Board the annual base salaries and annual incentive opportunities, including corporate goals and objectives relevant to the compensation, of the executive officers. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation.
- B. The Committee shall, periodically and as and when appropriate, review and approve for recommendation to the Board the following as they affect the executive officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits for the executive officers and individuals who formerly served as executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
- C. The Committee will review and approve for recommendation to the Board the overall executive officer compensation philosophy to support the Company's overall business strategy and objectives and recommend any appropriate modifications. In addition, the Committee will review employee compensation policies and programs to assess whether they encourage excessive or inappropriate risk taking and will 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 programs as a result of such votes.
- D. The Committee shall make recommendations to the Board with respect to non-employee director compensation.
- E. The Committee will recommend to the Board stock ownership guidelines, if any, for the Chief Executive Officer and other executive officers and members of the Board of the Company and review compliance with such guidelines.
- F. The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.

- G. The Committee shall prepare and review the annual Compensation Committee report/description for inclusion in the Company's proxy statement.
- H. The Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.
- I. The Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder 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 exceptions, shareholders approve equity compensation plans.
- J. The Committee shall educate itself on the regulatory environment and other topics it considers appropriate and useful for its members in successfully fulfilling their duties.

**V. Outside Advisors**

The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration factors relevant to the adviser's independence from management 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 retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee

**VI. Structure and Operations**

The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or electronic communication), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any improvements to this Charter that the Committee considers necessary or desirable to the Board for approval.

**VII. Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

### **VIII. Performance Evaluation**

The Committee shall at least annually review and evaluate its performance, including by reviewing its compliance with this Charter, and report the results of this evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Adopted: February 11, 2021