

**COMPENSATION COMMITTEE**  
**EVI INDUSTRIES, INC.**  
**CHARTER**

**Organization and Statement of Policy**

There shall be a committee of the Board of Directors known as the Compensation Committee. The Compensation Committee is delegated the Board of Directors' responsibility with respect to the fair and just compensation (short, intermediate and long-term) of the Company's Chief Executive Officer and other executive officers.

**Composition of Compensation Committee**

The Compensation Committee shall be comprised of not less than two members of the Board of Directors. The members of the Compensation Committee shall be appointed by the Board of Directors and shall serve until their successors shall be duly appointed and qualified or until such member's earlier resignation or removal by the Board of Directors. The Board of Directors shall designate the Chairman of the Compensation Committee.

**Member Qualifications**

All Compensation Committee members shall be free from any material relationship with the Company, as determined by the Board of Directors in its business judgment, and otherwise "independent," as defined by all applicable laws, rules and regulations (including, for so long as the Company has securities listed on a national securities exchange, the listing standards of such national securities exchange, including any additional independence requirements pertaining specifically to compensation committee members). In addition, each member of the Compensation Committee shall qualify as a "non-employee director" as defined under Section 16 of the Securities Exchange Act of 1934.

**Responsibilities**

In carrying out its responsibilities, the Compensation Committee believes its policies and procedures should remain flexible to enable the Compensation Committee to react to changing conditions and circumstances. The matters set forth below are intended to serve as a guide, with the understanding that the Compensation Committee may supplement them as appropriate. The Compensation Committee shall be responsible for:

- determining the compensation, including base salary and incentive compensation, of the Company's Chief Executive Officer ("CEO"), and approving any changes thereto;
- with the input and assistance of the CEO, determining, or recommending to the Board of Directors, the compensation, including base salary and incentive compensation, of the Company's other executive officers, and approving or recommending any changes thereto; and

- reviewing the Company's executive compensation practices as considered to be necessary with a goal of assuring the fairness of the Company's executive compensation and its support of the strategic goals of the Company.

The Compensation Committee's executive compensation determinations or recommendations (a) shall take into consideration that the Company attempts to secure and retain the services of above average personnel and (b) may be based on, among other things considered appropriate by the Compensation Committee, an evaluation of the applicable executive officer's performance in light of goals and objectives established by the Compensation Committee.

The Company's executive compensation program may include such components as the Compensation Committee determines to be appropriate, including base salary, annual or intermediate cash or equity incentives, other bonuses, and long-term cash or equity compensation.

The Compensation Committee shall also:

- recommend to the Board of Directors the compensation of the Company's directors;
- to the extent applicable under Securities and Exchange Commission regulations, prepare a Compensation Committee Report to be included in the Company's annual proxy statement;
- review the disclosure regarding executive compensation matters in the Company's annual proxy statement;
- subject to any permitted delegation, administer the Company's equity-based compensation and employee stock purchase plans, including approving any grants and the making of any other determinations under any such plans;
- review this Charter periodically, but at least annually, and recommend to the Board of Directors any amendments that the Compensation Committee may deem necessary or advisable;
- perform a self-evaluation of its performance at least annually to determine whether it is functioning effectively, which self-evaluation shall include a review of its compliance with this Charter; and
- as described in further detail below, report to the Board of Directors with respect to its actions and the discharge of its responsibilities.

### **Sub-Committees**

In fulfilling its responsibilities, the Compensation Committee shall be entitled to form, and to delegate any or all of its responsibilities to, a sub-committee of the Compensation Committee, provided any action taken by any such sub-committee is subsequently reported to, and ratified by, the Compensation Committee.

## **Meetings and Reporting to the Board**

The Compensation Committee shall meet as often as its members deem necessary to perform the Compensation Committee's responsibilities, but at least twice per year. Meetings of the Compensation Committee may be held in person or telephonically.

The Compensation Committee shall report to the Board of Directors: (i) following meetings of the Compensation Committee, (ii) with respect to such other matters as are relevant to the Compensation Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Compensation Committee may deem appropriate.

## **Retention of Advisers**

The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant and internal or external legal, accounting or other advisors. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Compensation Committee. To the extent required by applicable law, rule or regulation, the Compensation Committee may select a compensation consultant, legal counsel or other adviser to the Compensation Committee only after taking into consideration all factors deemed relevant by the Compensation Committee to that person's independence from management, including: the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of such employer; the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee; any stock of the listed company owned by the compensation consultant, legal counsel or other adviser; and any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company. For the avoidance of doubt, unless required by applicable law, rule or regulation, any compensation consultant, legal counsel or other adviser retained by the Compensation Committee need not be independent; rather, the foregoing solely requires that the Compensation Committee, to the extent required by applicable law, rule or regulation, consider the enumerated independence factors set forth above before selecting or receiving advice from any such consultant, legal counsel or other adviser. The Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, independent legal counsel or other adviser retained by the Compensation Committee, nor shall the Compensation Committee's retention of any such person affect the ability or obligation of the Compensation Committee to exercise its own judgment in the fulfillment of its duties. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or any other adviser retained by the Compensation Committee.

**Disclosure of Charter**

This Charter shall be made available on the Company's website and otherwise as may be required by applicable law, rule or regulation.