



MESA LABORATORIES, INC.

CHARTER OF THE COMPENSATION COMMITTEE

PURPOSE

The Compensation Committee (the "Committee") of Mesa Laboratories, Inc. (the "Company") is appointed by the Company's Board of Directors (the "Board") to:

1. assist the Board in discharging the Board's responsibilities relating to compensation of the Company's Executive officers and directors, including the establishment of both short term and long-term compensation plans, and setting appropriate goals and objectives for performance plans;
2. Assist, review, and approve an annual report on Executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations;
3. evaluate the Chief Executive Officer's (the "CEO") performance in light of established goals and objectives and assist the CEO in the performance evaluation of the other officers; and
4. make recommendations to the Board with respect to the Company's incentive-compensation plans and equity-based plans.

The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors of the Company may from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company's Bylaws and by applicable law.

COMMITTEE MEMBERSHIP.

1. **Composition of the Committee.** The Committee shall consist of no fewer than three members of the Board. The members of the Committee shall meet the independence requirements of the NASDAQ and such other rules and regulations as may be applicable. No director may serve on the Committee unless he or she is a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986.

1. **Selection of Members.** The members of the Committee shall be appointed annually by the Board on the recommendation of the Nominating and Governance Committee.
2. **Selection of the Chair.** The Chairman of the Committee (the “Chair”) shall be appointed annually by the Board on the recommendation of the Nominating and Governance Committee.
3. **Vacancies.** Vacancies on the Committee or in the Chair shall be filled by the Board upon recommendation of the Nominating and Governance Committee at the next meeting of the Board following the occurrence of the vacancy.
4. **Removal or Replacement of Members.** Members of the committee may be removed or replaced, with or without cause, by a majority vote of the Board.

AUTHORITY AND RESPONSIBILITIES¹

1. **Compensation Strategy.** Oversee the development of a compensation strategy for the Company’s Executive officers. Oversee the Company’s assessment of compensation policies and practices as they relate to the Company’s risk management, as required by the SEC regulations.
2. **CEO Evaluation.** Evaluate the performance of the CEO, on an annual basis with specific input from the Board’s Non-Executive Chairman, the CEO and, if desired, other Executive Officers.
3. **CEO Compensation.** Review and approve the elements of compensation, including executive benefits and perquisites, for the CEO after evaluation of performance, with advice and recommendations from other Board Members as appropriate. . The CEO shall not be present during voting or deliberations on his or her compensation.
4. **Executive Officers Compensation.** Review and approve the elements of compensation, including executive benefits and perquisites, for other Executive officers.
5. **Employment Agreements/Change of Control Plans.** Negotiate the terms of employment agreements with the Executive officers of the Company and approve all change of control severance plans/agreements entered into by the Company.
6. **Director Compensation.** Review the compensation of the Company’s Directors for Board and Committee work and recommend changes in compensation levels to the Board of Directors.

¹ Points in there now are overlapping and long – consider doing it as replaced.

7. **Cash Incentive Programs.** Review and approve the performance criteria and results under which the bonus amounts for the Executive officers will be determined under any incentive program, including the annual cash bonus program. Approve bonus awards made to Executive officers.
8. **Equity Programs.** Recommend for Board approval equity-based incentive plans and plan amendments necessary to implement the Company's compensation strategy. Approve all grants under the plans and administer all equity-based incentive programs. Such approval may include specific delegation to management concerning certain grants to non-Executive officers.
9. **Qualified Retirement Programs.** Review and approve any changes to the level of Company contribution to the Company's retirement plans, including any annual profit sharing contribution.
10. **CD&A.** The Committee is responsible for the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement. Working with management, the Committee will develop and/or review such report and determine whether or not to recommend to the Board that the CD&A be so included in the proxy statement. The Committee shall also develop and/or review an annual report of the Committee for inclusion in the Company's proxy statement.
11. **Shareholder Voting.** The Committee shall oversee the Company's (i) submissions to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and (ii) engagement with proxy advisory firms and other shareowner groups on executive compensation matters. The Committee also shall review the results of such advisory votes and consider any implications.
12. **Share Ownership.** The Committee shall evaluate, and recommend for Board approval, the share ownership guidelines applicable to Company officers and Directors.
13. **Delegation.** The Committee may form and/or delegate any of the foregoing functions and powers to subcommittees or the CEO of the company or any other Executive officer or employee of the Company if, in the exercise of its judgment, the Committee determines that such delegation is necessary or appropriate, unless such delegation would be contrary to (a) the intent of the Board as expressly set forth in its resolutions, (b) the Bylaws or Articles of Incorporation of the Company, or (c) applicable law or the rules and regulations of the Nasdaq Stock Market.
14. **Reporting and Review.** The Committee shall report regularly to the Board regarding the execution of the Committee's duties and responsibilities, activities, issues encountered, and related recommendations. It shall also perform a review, at least annually, of the performance of the Committee and its members, and report to the Board on the results of each review. In addition, the Committee shall review

and reassess this Charter at least on an annual basis and recommend to the Board any changes to this Charter that the Committee considers necessary or valuable.

15. **Other Duties.** Perform such other duties and responsibilities as may be assigned to the Committee by the Board from time to time.

RETENTION OF ADVISERS

1. **Authority.** The compensation committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee.
2. **Funding.** The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the compensation committee.
3. **Consideration of Independence and Conflicts of Interest.** The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:
 - (a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - (b) 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 the person that employs the compensation consultant, legal counsel or other adviser;
 - (c) 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;
 - (d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - (e) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - (f) 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.

Nothing in this section shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (ii) to affect the ability or obligation of a Committee to exercise its own judgment in fulfillment of the duties of the Committee.

The Committee is required to conduct the independence assessment outlined in this section with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than in-house legal counsel. However, nothing in this section requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting, or receiving advice from, a compensation adviser. The Committee may select, or receive advice from, any compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

For purposes of this section, the Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of officers or directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

CONDUCT OF BUSINESS

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Bylaws and to the extent permitted by law. In the absence of these rules, the Committee will conduct its business in the same way the Board of Directors conducts its business.

The Committee will meet as often as necessary to carry out its responsibilities. The Chair, in consultation with the other members of the Committee, shall set the time, frequency and agenda of each meeting. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. Nothing in this Charter or in a member's service on the Committee shall increase or be deemed to increase the liability of any member of the Board under applicable state law.

Minutes of each meeting will be prepared and filed with the Corporate Secretary. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting.

Last Modification: May 29, 2019