



COMPENSATION AND WORKFORCE COMMITTEE CHARTER

Adopted, as amended, by the
Board of Directors of JobsOhio on September 25, 2020

The purposes of the Compensation and Workforce Committee (the "*Committee*") established pursuant to the Articles of Incorporation ("*Articles*") and this Charter are to (a) discharge the responsibilities of the JobsOhio ("*Company*") Board of Directors (collectively, the "*Board*" and each individually a "*Director*") with respect to compensation, executive development and employee benefits, (b) maintain oversight of the Company's compensation plans, philosophy and practices, (c) evaluate executive employee performance, (d) ensure that JobsOhio's incentive compensation arrangements do not encourage employees to take risks that are beyond JobsOhio's ability to manage effectively, and (e) take or cause to be taken such other actions and address such other matters as the Board may from time to time authorize the Committee to undertake.

Composition

The Compensation Committee will be comprised of at least three non-employee Directors. Such members will be appointed by the Board and will serve on the Committee during his or her respective term as a Board member, subject to earlier resignation or removal by a majority vote of the Board.

The Chair of the Committee shall be selected by a majority vote of the Board, upon consideration of a recommendation from the Executive Committee. The Executive Committee shall make its recommendation for a Chair by a majority vote of its members, upon consideration of nominations received from the Chair of the Board and other Directors.

Meetings

All Committee meetings shall be private and closed to non-Directors, except at the invitation of the Committee, and all Committee deliberations shall be kept confidential. The Committee shall meet as often as deemed necessary, and at least four times annually is preferred. The Committee shall keep minutes of its meetings and make regular reports on its activities to the Board.

The Committee should conduct regular executive sessions to assure that Directors have an opportunity to speak freely in response to management's provision of information and management of the organization.

The Committee shall act by a majority of all of its voting members at a meeting at such place or through electronic means as permitted under the laws of the State of Ohio, or by a writing in lieu of meeting signed by all of its voting members. (Code of Regs., 3.2.) In the event that one or more members of the Committee are absent from a meeting of the Committee, or being present at a meeting recuse themselves from an action taken, the remaining members of the Committee



(provided there are at least two such members), acting unanimously, shall have the power to take any necessary action.

The President and Chief Investment Officer/Chief Executive Officer (“*CIO/CEO*”) of the Company shall not participate in any discussions or deliberations relating to such person's own compensation or other matters in which such person has a material interest.

Statutory Responsibilities - Compensation

The Compensation Committee shall establish the Company's general compensation principles and practices and oversee the administration of plans and arrangements established pursuant to such principles and practices.

A. With respect to the amount and form of compensation paid to the CIO/CEO, the Committee shall:

- 1) determine the and recommend same to the Board for its approval under Section 5.1(a) of the Articles;
- 2) take such action, and direct the Company to take such action, as is necessary and advisable to compensate the CIO/CEO in a manner consistent with the compensation plan approved by the Board; and
- 3) review at least annually the CIO/CEO's performance, including established goals and objectives as well as the Company's performance, and in light of such review make recommendation concerning changes, if any, to the CIO/CEO's compensation.

B. The Committee shall annually review the Company's employee compensation plan (“*Plan*”) recommended by the CIO/CEO and shall make recommendations regarding such Plan to the Board for its action as required under Section 5.1(b) of the Articles. Such Plan shall include identified executives of the Company, including the CIO/CEO, and the related target performance metrics for such identified executives specifically, and for the Company generally. For those employees that are not identified executives in the Plan, the Committee will rely on the CIO/CEO to determine the compensation of such employees in a manner consistent with the Plan and will review and approve the total compensation amounts for such non-executive employees.

C. When reviewing or approving compensation, the Compensation Committee shall follow procedures reasonably calculated to establish the presumption set forth in Section 53.4958-6(a) of the Treasury Regulations adopted under the Internal Revenue Code of 1986, as amended, that any payment of compensation for services is within the range of Reasonable Compensation as defined in such Regulations.



Additional Responsibilities

In addition, the Board charges the Committee with the responsibility to:

Compensation and Benefits

1. Recommend the amount and form of compensation paid to the Company's executives and to review the performance of such persons in order to determine appropriate compensation, as well as to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate such persons.
2. Approve any special executive level employment agreements, severance arrangements, or special or supplemental employee benefits, and any material amendments to any of the foregoing.
3. In conjunction with its annual review and approval of the compensation of the CIO/CEO, executive officers and other officers and key personnel, the Committee shall review and consider whether the Company's incentive plans encourage participants to take risks that are reasonably likely to have a material adverse impact on the Company, and to the extent necessary, review and discuss with management any risk mitigation features determined to be advisable.
4. Oversee benefit and incentive compensation plans including the delegation and allocation of authority, financial status, reasonableness of the structure and components of executive compensation, and recommendation of major plan changes to the Board.

Workforce

5. Review major organizational and staffing matters.
6. With input from the Board and the CIO/CEO, oversee the execution of an effective talent review and succession planning process for the Company's executive officers and other key managerial positions.
7. Review periodically the Company's policies, practices and procedures relating to human resource matters in order to identify potential risks to the Company and to ensure that the Company is well positioned to employ, retain and develop talent necessary to achieve the key strategies and initiatives of the Company.
8. With the Director of Human Resources, establish and periodically review policies, procedures and measures of the Company related to diversity and inclusion.
9. Review other personnel practices and programs that have substantial effect on the well-being of employees or on the reputation or financial strength of the Company.

General

10. To conduct or authorize investigations into or studies of matters within the Committee's responsibilities.



11. To select, engage, compensate and terminate independent compensation consultants, independent legal counsel and such other advisors as it deems necessary and advisable to assist the Committee in carrying out its responsibilities and functions as set forth herein, and approve the fees, to be borne by the Company, and other terms of retention of any such consultants and other advisers.
12. Make regular reports to the Board with respect to significant actions and determinations made by the Committee.
13. On an annual basis, evaluate its performance and this Charter, and shall deliver to the Board a report setting forth the results of its evaluation.
14. Perform such other duties and responsibilities as may be assigned to the Committee by the Board, as designated in plan documents, as are required by law, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

- A. Perform each of the responsibilities of the Committee described above.
- B. Delegate such of its authority and responsibilities as the Committee deems proper to a subcommittee of no fewer than two Directors.
- C. Cause the CIO/CEO of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any compensation consultants, independent counsel or other advisers engaged by the Committee pursuant to this Charter.

Recommended by the Compliance Committee: January 26, 2015
Revisions recommended by the Committee: September 24, 2020

Adopted by the Board of Directors: January 26, 2015
Revisions adopted by the Board of Directors: September 25, 2020