



## **Human Resources and Compensation Committee Charter (amended by the Board of Directors on October 18, 2022)**

### **Purpose**

The primary purpose of the Human Resources and Compensation Committee (the "Committee") of Lindsay Corporation (the "Company") is to provide oversight of the Company's HR programs, executive compensation and benefit programs. The Committee's actions will generally be related to overall considerations, policies and strategies. The administration of all HR programs, compensation and benefits will be the responsibility of management.

### **Roles and Responsibilities**

The Committee's responsibilities include, but are not limited to, the responsibilities which are required under the Corporate Governance Rules of the New York Stock Exchange listing standards. The following responsibilities of the Committee are set forth as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted or required by applicable laws and listing standards, or by direction or resolution of the Board.

- Oversee and evaluate the Company's human resources, human capital management and compensation strategies, including recruiting, retention and employee wellness, engagement and culture initiatives.
- Oversee executive succession planning and leadership development process for senior management positions.
- Monitor the effectiveness of workforce management programs, including workforce diversity, equity and inclusion initiatives and equal employment opportunity issues.
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- Make recommendations to the Board of Directors with respect to adoption of equity-based plans.
- Review Compensation Discussion and Analysis and approve the Compensation Committee report on executive compensation as required by the SEC to be included in the Company's annual proxy statement.
- Conduct an annual performance evaluation of the Committee, including an evaluation of the adequacy of the Committee Charter, and make applicable recommendations to the Board.

The following are specific areas where Committee action is required:

- Salary actions for the President and CEO, all executive officers and any other elected officers.
- Review and approve corporate goals and objectives relevant to CEO and other executive officer compensation, evaluate their performance in light of these goals and objectives, and determine and approve the CEO's and other executive officers' compensation levels based on this evaluation.
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- Adoption of long-term equity or cash incentive plans (including phantom equity arrangements) and approval of individual grants and awards.
- Adoption of executive officer annual incentive plans, and approval of total

incentive payments and individual awards to the President and CEO, all executive officers and any other elected officers.

- Adoption of or material changes in profit sharing, deferred compensation, 401(k) or other retirement plans, including long-term cash incentive plans exceeding three years.
- Adoption of or material changes in executive perquisite or benefit programs which are not available to employees generally.
- Review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to senior executive officers and other employee.
- Establish and monitor compliance with any stock ownership and holding guidelines of the company that are applicable to executive officers or directors
- Review and evaluate the risks associated with the Company's compensation policies practices and programs, and assess whether any risks arising from the Company's compensation policies, practices, and programs for executive officers and other employees are reasonably likely to have a material adverse effect on the Company.
- Assess the results of the company's most recent advisory vote on executive compensation ("Say on Pay") and any other feedback garnered through the Company's ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay vote outcomes and other shareholder feedback.
- Review and approval any new or materially amended employment, severance, and change-in-control agreements, plans or provisions, and any other compensatory arrangements with the current or prospective President and CEO and other executive officers of the Company, as the Committee determines is appropriate .
- Biennial review of non-employee Director compensation program and recommend changes to the Board of Directors when appropriate.

In considering the long-term incentive component of CEO compensation, the Committee may consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years, as deemed relevant and appropriate at the discretion of the Committee.

The Committee shall have sole authority, at the Company's expense, to retain and terminate a compensation consultant, legal counsel and/or other advisor which it determines is necessary or appropriate to carry out its duties. The Committee may select, or receive advice from a compensation consultant, legal counsel or other advisor, but only after taking into consideration all factors relevant to the independence from management of such compensation consultant, legal counsel or advisor, including those factors specified in Section 303A.05(c)(iv) of the New York Stock Exchange Listed Company Manual. The Committee's authority shall include sole authority to approve the fees and other retention terms of such a compensation consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee.

In its discretion, the Committee may establish subcommittees or delegate specific responsibilities to the Committee Chair or any other Committee member(s), provided that such delegation is permitted under applicable laws, rules and regulations. To the extent required, any such subcommittee must consist solely of at least two members of the Committee who are non-employee directors for the purposes of Rule 16b-3 promulgated under the Exchange Act, as in effect from time to time.

### **Membership and Qualifications**

The Committee shall be appointed by the Board of Directors annually and shall consist of three or more Directors, all of whom in the judgment of the Board of Directors shall be independent and satisfy the independence requirements as set forth in the New York Stock Exchange Listed Company Manual, including those specified in Section 303A.02(a)(ii), and one of whom shall be appointed by the Board as Chairperson of the Committee. In addition, all members of the Committee shall qualify as “Non-Employee Directors” under Rule 16b-3(b)(3)(i) promulgated under the Securities Exchange Act of 1934. Committee members may be removed with or without cause or replaced by the Board of Directors at any time in its discretion.

Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory requirements.

### **Attendance and Minutes**

The Committee shall meet at such times as may be necessary to fulfill its responsibilities as set forth in this Committee Charter. Meetings may be held in person, telephonically, by videoconference, or by other communications equipment in which all persons participating in the meeting can hear each other, as needed to conduct the business of the Committee. It is anticipated that Committee meetings will be held in conjunction with selected Board of Director meetings and in telephone or video conference meetings. Special meetings of the Committee can be called by the Chairperson of the Committee or the Chairperson of the Board. A majority of the Committee members shall constitute a quorum.

In addition to the members of the Committee, the President and CEO, other managers of the Company and outside advisors may be invited to participate in Committee meetings. The Committee will periodically meet in executive sessions at which no members of management of the Company are present, including during voting or deliberations on executive compensation.

Minutes of each meeting will be prepared by the Committee Chairperson, Corporate Secretary, or other person designated to act as Secretary for such meeting.

An oral report shall be presented by the Committee Chairperson at Board of Directors meetings, as appropriate.