

TENNANT COMPANY EXECUTIVE COMMITTEE CHARTER

Purpose

The primary purpose of the Executive Committee (the “Committee”) is to review such matters and take such actions as are appropriate to be reviewed or taken by all of the non-management directors of the Board, including the annual review of the CEO’s performance and the review and approval of the Company’s management succession plan.

Organization

The Committee shall be composed of all of the non-management Board members who:

- Meet the criteria of independence under the NYSE listing standards
- Are free of any relationship that would interfere with their exercise of independent judgement as Committee members.

Committee members may be removed or replaced by the Board from time to time in its discretion.

A Committee chair shall be elected by the Committee after taking into account the recommendation of the Governance Committee and the chair shall be responsible for reporting to the full Board activities and decisions of the Committee.

Responsibilities

The Committee shall have the following responsibilities:

1. Oversee the annual CEO evaluation process, including reporting the results to the CEO, and in conjunction with the chair of the Compensation Committee, determine the CEO’s compensation.
2. Annually review and approve the Company’s management succession plan taking into consideration the performance evaluations of executive management of the Company. The succession plan should include policies regarding succession in the event of an emergency or the retirement of the CEO.
3. Meetings of the non-management directors of the Board in executive session shall constitute meetings of the Committee and shall be held at least quarterly.
4. Conduct all meetings in accordance with the Company’s by-laws and file all minutes and written actions in the Company’s records.

5. Prior to all Board and Committee meetings, the Committee chair will review proposed agendas and may suggest materials that should be provided to the Board and/or the Committee. Committee members will also have the right to request that items be added to the agenda and that materials be provided for any future Committee meeting.
6. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
7. Perform such other duties and responsibilities as may be assigned to the Committee from time to time by the Board. The Committee may form and delegate authority to subcommittees when appropriate.

Fulfillment of Executive Committee Responsibilities

Responsibility	February	April	August	December
Hold executive sessions to address selected issues	X	X	X	X
Review procedures for annual CEO evaluation and conduct evaluation	X			
Establish CEO performance objectives for current year	X			
Elect Committee chair	X			
Review and approve management succession plan		X		
Review and update CEO development plan		X		
Review and recommend changes to Committee Charter			-	X

“X” indicates the quarterly meeting at which the designated responsibility will be presented, discussed, and approved.

Note: This list represents a general non-exclusive schedule of Committee agenda items. This schedule may be modified or supplemented from time to time as necessary to fulfill the Committee’s responsibilities or as otherwise requested by the Committee.