

## **AstroNova, Inc.**

### **Compensation Committee Charter**

#### STATEMENT OF PURPOSE

The Board of Directors (the “Board”) of AstroNova, Inc. (the “Company”) has established the Compensation Committee (the “Committee”) with the authority, responsibilities and specific duties described below for the purpose of providing guidance, oversight and monitoring for all director and executive compensation and benefit policies related to executive compensation.

#### ORGANIZATION AND GENERAL

The Committee shall be composed of at least three members of the Board, each of whom shall be independent in accordance with the requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the listing standards of the NASDAQ Stock Market (“NASDAQ”) and related rules and regulations and all other applicable legal requirements. Each member of the Committee shall also be a “Non-Employee Director” as defined in Rule 16b-3 promulgated by the Securities and Exchange Commission or any successor provisions and an “Outside Director” as defined in the regulations under Section 162(m) of the Internal Revenue Code or any successor provisions. Determinations of independence shall be made by the Board in its business judgment and in accordance with applicable law and the listing requirements of NASDAQ.

Subject to the foregoing, the members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or until their earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

The Committee shall have a Chairman, appointed by the Board. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings. The agenda for each meeting will provide time during which the Committee can meet separately in executive session.

The Committee shall meet sufficiently often to discharge its responsibilities hereunder. Meetings of the Committee may be called by the Chairman of the Board, Chairman of the Committee or the Chief Executive Officer (the “CEO”) and may be held telephonically. A majority of Committee members will constitute a quorum for the transaction of business. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. The CEO and other officers of the Company may be invited to Committee meetings. The Committee shall maintain a written record of its proceedings.

#### RESOURCES AND AUTHORITY

The Committee shall have the resources and authority it deems necessary and appropriate to discharge its responsibilities, at the Company’s expense, including authority to select and retain

legal, accounting, compensation, benefits, search firm or other consultants or experts and to approve the fees and other retention terms related to the appointment of such consultants or experts. The Committee is empowered, without further action by the Board, to cause the Company to provide appropriate funding for, and to pay, the compensation of such consultants, counsel and other advisors, and the Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant or other adviser so retained. Prior to selecting a compensation consultant, legal adviser or other adviser, the Committee shall take into consideration the factors set forth in NASDAQ Rule 5605(d)(3)(D), or any successor rule, as well as any other factors relating to such adviser's independence as may be required by the listing standards of the NASDAQ and/or applicable Exchange Act rules and regulations and as the Committee otherwise deems appropriate.

The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the above factors. Before the Company files its annual proxy statement disclosing executive officer compensation for a given fiscal year, the Committee shall review and assess the independence of any compensation advisor to determine whether the work of any compensation consultant retained by the Committee in that fiscal year raised any conflict of interest and, if so, how such conflict should be addressed.

The Committee shall have the power to adopt its own operating rules and procedures and to call upon assistance from officers and employees of the Company and outside counsel and other advisers without the consent of management. The CEO shall not be present during the voting or deliberations by the Committee concerning the compensation of the CEO.

The Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by officers and employees of the Company, whom such member believes to be reliable and competent in the matters presented and on counsel, compensation consultants or other persons as to matters which the member believes to be within the professional competence of such person.

The Committee may form and delegate authority to one or more subcommittees, as it deems appropriate from time to time under the circumstances and to the extent permitted by applicable law, except that the Committee will not delegate its authority with respect to compensation matters involving any executive officer. For purposes of this Charter, "executive officers" shall include any officer of the Company who has been designated as a "reporting person" under Section 16 of the Exchange Act or who is otherwise designated as an executive officer by the Board or the Committee for purposes of this Charter.

## RESPONSIBILITIES AND DUTIES

In carrying out its purposes, the Committee shall have the following duties, responsibilities and authority:

- Establish and periodically review the Company's executive officer and director compensation philosophy and strategies and the specific plans and policies adopted to implement the strategies.

- Review and make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, oversee generally the administration of those plans, and discharge any responsibilities imposed on the Committee by any of those plans, including the grant of awards thereunder.
- Annually review and determine the compensation of all directors, including equity-based plans taking into consideration the directors' responsibilities, the Company's performance and the compensation of directors at comparable companies.
- Determine CEO compensation, taking into consideration the Board's assessment of the CEO's performance, the Company's performance and relative shareholder return, the compensation of chief executive officers at comparable companies, the awards given to the CEO in past years and other relevant factors. Review and agree upon goals and objectives for the CEO for the upcoming year and recommend approval of such goals and objectives to the Board.
- Review and approve management objectives and establish performance criteria for incentive compensation plans.
- Review and approve all aspects of compensation of the Company's other executive officers, taking into account corporate and individual performance, as well as peer group practices and any special considerations.
- Provide oversight of management's decisions concerning the performance and compensation of other Company officers.
- Execute in its sole discretion the powers and duties vested in it by the terms of any corporate qualified or nonqualified pension, profit-sharing, savings plan, deferred compensation plan or stock ownership plan affecting employees of the Company or any of its subsidiaries, including an annual review of the operations of the Company's qualified pension and savings plans.
- Perform reviews of the Company's incentive compensation arrangements for all employees of the Company to determine whether the Company's incentive compensation arrangements are reasonably likely to have a material adverse effect on the Company and meet at least annually with management to discuss and review the relationship between the Company's risk management policies and practices and the Company's incentive compensation arrangements.
- Review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") and based upon such review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company's annual report and proxy statement for the annual meeting of shareholders.
- Review the results of "say on pay" votes, including in relation to golden parachutes, for the most recent annual meeting in accordance with applicable law (including voting standards) and prior shareholder votes on this subject and consider whether to make any adjustments to the Company's executive compensation policies or equity compensation

plans.

- Determine and recommend to the Board a desired frequency for advisory "say on pay" votes (i.e., a recommendation for the shareholders' "say when on pay" vote) to be proposed to shareholders at the annual meeting at least once every six years and in accordance with applicable law, SEC rules and NASDAQ listing requirements (including voting standards) taking into account the results of prior shareholder votes on this subject, and review and approve the proposals regarding the "say on pay" vote and the frequency of the "say on pay" vote to be included in the Company's proxy statement.
- Produce, over the names of the members of the Committee, the required annual report of the Committee on executive officer compensation for inclusion in the Company's annual report or proxy statement for the annual meeting of shareholders in accordance with applicable Exchange Act rules and regulations.
- Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
- Conduct an annual evaluation of the adequacy of this Charter and recommend any proposed amendments to the Board for approval.
- Report to the Board on a regular basis so that the Board is informed of the Committee's activities.
- Perform such functions as may be assigned to it from time to time by the Board or as may be required by applicable rules or regulations.

As adopted March 18, 2013 and amended on March 14, 2016.