

## **DMC GLOBAL INC.**

### **Charter of the Compensation Committee**

The Board of Directors (the “Board”) of DMC Global Inc. (the “Company”) has established a Compensation Committee (the “Committee”) comprised of three or more directors.

#### **Establishment and Operating Procedures**

The members of the Committee shall be appointed by the Board, based upon the recommendation of the Corporate Governance and Nominating Committee of the Board. The Board shall designate a member of the Committee as the chair. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time without cause.

The Committee shall meet at least three times each year and at such other times as it deems necessary to fulfill its responsibilities.

The operations of the Committee shall be subject to the Bylaws of the Company and Section 141 of the Delaware General Corporation Law. The Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board except that any member of the Committee may call a Committee meeting.

#### **Membership Qualifications**

To serve on this Committee, a director must be independent in accordance with the listing standards of NASDAQ. In assessing the independence of Committee members, the Board must consider all factors specifically relevant to determining whether a director has a relationship with the Company which is material to that director’s ability to be independent from management in connection with the director’s duties as a member of the Committee, including, among other things: (a) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director and (b) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

In addition, a director may serve on the Committee only if the Board determines that the director (a) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (b) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, as amended.

#### **Purpose**

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation.

## Authority and Responsibilities

The Committee shall have the authority and responsibility to do the following:

1. Review and approve annually the corporate goals and objectives applicable to the compensation of the Company's Chief Executive Office ("CEO") and senior executives and to evaluate the performance of the CEO and other senior officers in light of the approved performance goals and objectives. The CEO may not be present during voting or deliberations on the CEO's compensation.
2. Set the compensation of the CEO and other senior executives based upon the evaluation of the performance of the CEO and the other senior executives, respectively. In evaluating and determining CEO and senior executive compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") provided by Section 14A of the Exchange Act.
3. Review and make recommendations to the Board with respect to the Company's cash-based incentive compensation plans and equity-based compensation plans, which includes recommendations regarding the adoption, amendment and termination of such plans.
4. Administer the Company's incentive compensation plans and equity-based plans, including designation of the employees or classes of employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of such plans.
5. Review and discuss with the Company's executives the Compensation Discussion and Analysis required by Securities and Exchange Commission Regulation S-K, Item 402, and determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the annual meeting of shareholders.
6. Provide the required Compensation Committee Report for the Company's annual report or proxy statement for the annual meeting of shareholders.
7. To review and recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other senior executives, including the adoption, amendment or termination of such agreements, arrangements or plans.
8. To 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.
9. To review director compensation for service on the Board and Board committees at least once a year and to recommend any changes to the Board.

10. To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, 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.
11. Perform an annual self-evaluation of the Committee.
12. Review and reassess the adequacy of this Charter on an annual basis and submit any proposed revisions to the Board for consideration and approval.

The Committee has the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

### **Outside Advisers**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant, legal counsel or other adviser as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. 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. The Company must 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 Committee.

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 and except as otherwise provided in applicable NASDAQ rules, 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.

Approved February 26, 2019.