

DMC GLOBAL INC.

Charter of the Risk Committee

The Board of Directors (the “Board”) of DMC Global Inc. (the “Company”) has established a Risk Committee (the “Committee”) composed of three or more directors. The Committee’s primary purpose is to assist the Board with its oversight of the Company's levels of risk, risk assessment and risk management, with particular responsibility for overseeing designated areas of risk that are not the primary responsibility of another committee of the Board or retained for the Board's direct oversight. The Board retains the authority to set policies with respect to the Company’s levels of risk, risk assessment and risk management.

Establishment and Operating Procedures

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

The Committee shall meet at least four (4) times each year and at such other times as it deems necessary to fulfill its responsibilities.

The operation 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

At least a majority of the Committee shall consist of non-employee directors, each of whom, in the judgment of the Board, shall be independent in accordance with the listing standards of NASDAQ .

Purpose

The purpose of the Committee is to assist the Board in overseeing management’s identification and evaluation of the Company’s enterprise risks, including the Company’s risk management policies, procedures and practices. Oversight responsibility for other risk areas belongs to the Board’s other committees as described below and as more fully defined in their respective charters.

- The Audit Committee oversees the integrity of the Company’s financial reporting processes and the internal controls around those processes, the Company’s compliance with legal and regulatory requirements and the financial risks of the Company.

- The Corporate Governance and Nominating Committee oversees governance matters of the Company, including primary oversight of the Code of Ethics and Business Conduct.
- The Compensation Committee oversees the Company's executive compensation strategy and programs, incentive compensation arrangements and the evaluation of risks related thereto.

Authority and Responsibilities

The Committee shall have the authority and responsibility to do the following, to the extent not reserved to other Board committees:

1. Oversee and review with management the Company's risk governance framework including the adequacy of the Company's risk assessment and risk management policies and procedures.
2. Oversee the Company's risk identification, risk tolerance, risk assessment, and management practices with respect to key enterprise risks facing the Company, including, but not limited to, (a) strategic, market, operating and business-continuity risks; (b) reputational, compliance and regulatory matters; (c) risks associated with health, safety, environment and sustainability; (d) the adequacy and effectiveness of the Company's data privacy practices and information technology policies; and (e) the Company's controls around cybersecurity and cyber incident responses.
3. Assess the effectiveness of the Company's enterprise risk processes and recommend improvements, where appropriate; review and address, as appropriate, management's corrective actions for deficiencies that arise with respect to the effectiveness of such programs.
4. Meet periodically with management and certain Company officers to review the Company's record of performance in key enterprise risk areas.
5. Oversee management's monitoring of health, safety, security and environmental performance at each of the Company's facilities, including making periodic visits to the Company's facilities.
6. Review the Company's sustainability policies and practices and any related reports.
7. Recommend to management and the Board, as appropriate, new or revised policies and practices within the scope of the Committee's functions.

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Approved November 6, 2019.