

## **ALAMO GROUP INC. COMPENSATION COMMITTEE CHARTER**

### **I. Purpose.**

This Charter governs the operations of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Alamo Group Inc. (the “Company”). The primary objectives of the Committee are to assist the Board by: (i) overseeing the Company’s compensation and employee benefit plans and practices, including its executive compensation, incentive compensation, and equity-based compensation plans, and (ii) preparing the disclosure required by Item 407(e)(5) of Regulation S-K.

### **II. Organization.**

The Committee will obtain Board approval of this Charter and will review and reassess its Charter at least annually and recommend any proposed changes to the Board for approval.

The Committee shall be appointed by the Board and shall consist of three (3) or more Directors, each of whom shall satisfy the applicable independence requirements of the Company and The New York Stock Exchange (the “NYSE”), the Securities Exchange Act of 1934, as amended, and the rules and questions of the Securities and Exchange Commission. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

The members of the Committee shall be elected annually to one-year terms by a majority vote of the Board at the first meeting of the Board following the annual meeting of the shareholders. Vacancies on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

The Committee’s chairperson shall be designated by the majority vote of the Board or, if it does not do so, the Committee members shall elect a chairman by vote of the majority of the Committee.

The Committee shall meet at least one time annually or more frequently as circumstances require. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of conference telephone or other communications equipment of which all persons participating in the meeting can hear each other shall constitute a quorum. The act of a majority of the Committee members present at any meeting at which a quorum is present shall be the act of the

Committee.

Following each of its meetings, the Committee shall deliver a verbal report on the meeting to the Board, including a description of actions taken by the Committee at the meeting and recommendations to the Board. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

### **III. Goals and Responsibilities.**

The Committee shall have the following goals and responsibilities:

- (a) To review at least annually and approve the goals and objectives relevant to CEO compensation and the structure of the Company's plans for executive compensation, incentive compensation, equity-based compensation, and its general compensation plans and employee benefit plans (including retirement and health insurance plans), and recommend to the Board any new plans or any changes in the objectives and structure of such plans as the Committee deems appropriate.
- (b) To evaluate annually the performance of the Company's Chief Executive Officer (the "CEO"), in light of the goals and objectives of the Company's executive compensation plans, and recommend to the Board his or her compensation level based on this evaluation. In determining the incentive components of the CEO's compensation, the Committee shall consider those factors it deems relevant, including the Company's performance, the CEO's contribution to that performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
- (c) In consultation with the CEO, to oversee the evaluation of management of the Company, including the other executive officers of the Company, and to annually review and recommend to the Board the compensation of all executive officers and other key employees designated by the Committee.
- (d) To evaluate and recommend to the Board the appropriate level of compensation for Board and Committee service by non-employee members of the Board.
- (e) To review and recommend to the Board any severance or termination arrangements to be made with the Chief Executive Officer of the Company.
- (f) To perform such duties and responsibilities as the Board may assign to the Committee regarding the terms of any compensation plans and to review and approve the amount and terms of all individual stock options

which the Committee recommends that the Board grant.

- (g) To review and recommend to the Board all equity-based compensation plans including prior approval of those plans that are subject to shareholder approval under the listing standards of the NYSE.
- (h) To administer the Company's Stock Ownership Guidelines, and to annually review executive officer compliance with such Guidelines.
- (i) Review and discuss with management the Compensation Discussion and Analysis to be included in the Company's filings with the Securities and Exchange Commission and, based on the review and discussion, recommend to the Board whether the Compensation Discussion and Analysis should be included therein and prepare the disclosure required by Item 407(e)(5) of Regulation S-K.

The Committee shall perform any other activities consistent with this Charter, the Company's Bylaws and governing laws as the Committee or the Board deems appropriate.

#### **IV. Performance Evaluation.**

The Committee shall, on at least an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether its Charter appropriately addresses the matters that are or should be within its scope.

Annually, the Committee shall deliver to the Board a verbal report of this evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

#### **V. Committee Resources.**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of such compensation consultants, legal counsel and other advisers (collectively, "Committee Advisors"), as it determines necessary or advisable to carry out its duties and responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Committee Adviser retained by the Committee. If a Committee Adviser is retained by the Committee, it shall have sole authority to retain and terminate the consulting firm, approve of the firm's fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Committee Adviser retained by the Committee. The Committee may select a Committee Adviser only after taking into consideration all factors relevant to the Committee Adviser's independence to the extent required by the rules of the NYSE, including the six independence factors listed below which are required by the SEC Rule 10C-1.

1. the provision of other services to the issuer by the person that employs the compensation adviser;
2. the amount of fees received from the issuer by the person that employs the compensation adviser (as a percentage of the total revenue of such employer);
3. the policies and procedures of the person that employs the compensation adviser that are designed to prevent conflicts of interest;
4. any business or personal relationship of the compensation adviser with a compensation committee member;
5. any stock of the issuer owned by the compensation adviser; and
6. any business or personal relationship of the compensation adviser or the person employing the adviser with an executive officer of the issuer.

Reviewed by the Board of Directors on May 3, 2018