

## COMPENSATION COMMITTEE CHARTER

### MEMBERS

Michael A. Hickey, Chair  
Robin J. Davenport  
B. Joanne Edwards  
Jeffrey Edwards

### STATUS

The Compensation Committee is a standing committee of the Board of Directors of Standex International Corporation (the “Company”).

### MEMBERSHIP

The Compensation Committee shall consist of no less than three nor more than five members. Each member of the Compensation Committee shall satisfy the independence requirements of the New York Stock Exchange and, if deemed appropriate from time to time, meet the definition of “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934, and “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986. The Board shall appoint the members of the Compensation Committee annually, considering the recommendation of the Nominating & Governance Committee, and further considering the views of the Chairman of the Board, as appropriate.

The members of the Compensation shall serve for one year terms. The Nominating & Governance Committee with advice of the Chairman shall designate the Chairman of the Compensation Committee. The members of the Compensation Committee shall serve until their resignation, retirement or removal by the Board of Directors and until their successors shall be appointed. The Board shall have the power at any time to change the membership of the Compensation Committee and to fill vacancies in it, subject to such new member(s) satisfying the above requirements. Except as expressly provided in this Charter or the by-laws of the Company or the Corporate Governance Guidelines of the Company, the Compensation Committee shall fix its own rules of procedure (including the authority to delegate subcommittees)

### PURPOSE

The purposes of the Compensation Committee are (i) to discharge the responsibilities of the Board of Directors relating to compensation of the Company’s CEO and the senior management group, (ii) to produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement that complies with the rules and regulations of the Securities and Exchange Commission, (“SEC”) the New York Stock Exchange (“NYSE”) and any other applicable rules and regulations; (iii) to administer the long term incentive plan, stock option, employee stock purchase and similar plans and administer all other cash, equity and non-cash compensation policies and programs of the Corporation; (iv) to annually review the potential risk to the

Company from its compensation programs and policies, including any incentive plans, and whether such programs and policies incentivize unnecessary and excessive risk taking.

### **DUTIES AND RESPONSIBILITIES**

The Compensation Committee shall review and approve corporate goals and objectives as submitted by the CEO on an annual basis. Goals should consider corporate performance and relative shareholder return on both short-term (1 year) and long-term (3 year) basis. The Compensation Committee shall (i) evaluate the performance of the CEO and senior management group based on the performance in relation to the goals and objectives, (ii) make recommendations to the Board of Directors with respect to incentive based and equity based compensation plans, (iii) set the compensation levels taking into consideration similar compensation levels and incentive awards at similar companies, and (iv) prepare an annual performance evaluation of the Compensation Committee.

To fulfill its responsibilities the Compensation Committee shall:

1. have the sole authority to retain and terminate any compensation consultant (which shall include external legal counsel and other external advisors in addition to firms specializing in compensation matters) engaged to assist in the evaluation of Director, CEO, corporate executive officers, division presidents and other senior executives' compensation, direct responsibility for the appointment, compensation and oversight of the work of such compensation consultant and sole authority to approve and authorize the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. In retaining or using the services of any compensation consultant, the Committee shall be required to evaluate the independence of such compensation consultant (which shall include both the business entity and the individual(s) performing the consulting services on behalf of the business entity) prior to selecting or receiving advice from such compensation consultant. In evaluating the independence of the consultant, the Committee shall take into account the following factors:
  - (a) the provision of other services to the Company by the consultant;
  - (b) the amount of fees received from the Company by the consultant as a percentage of the total revenue of the consultant;
  - (c) the policies and procedures of the consultant that are designed to prevent conflicts of interest;
  - (d) any business or personal relationship of the consultant with a member of the Committee;
  - (e) any stock of the Company owned by the consultant; and
  - (f) any business or personal relationship of the consultant with an executive officer of the Company.
2. review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives, including consideration of the Company's performance and relative shareholder return, compensation of comparable proxy peer group incumbents, and awards given in prior years and have sole authority to determine the CEO's compensation level based on this evaluation.

3. make recommendations to the Board of Directors with respect to salary structures and incentive and equity-based compensation plans.
4. adopt, administer, approve and ratify awards under incentive compensation and equity-based plans, including amendments to the awards made under any such plans, and review and monitor awards under such plans.
5. review, make recommendations and approve performance or operating goals for participants in the Company's incentive plans.
6. review and approve annually the Peer Group of companies recommended to be used as the comparator group for executive compensation analysis.
7. make regular reports to the Board of Directors.
8. review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval. The Compensation Committee shall annually review its own performance.
9. review and approve, at least annually, the CEO's and the senior executives of the Company's (i) employment agreements, severance arrangements, and change in control agreements or provisions, in each case, when and if appropriate, and (ii) special or supplemental benefits, if any.
10. review regularly Board of Directors compensation and make recommendations to the Board for changes to insure competitive remuneration for companies of a similar size and complexity.

### **MEETINGS**

The Compensation Committee shall meet no less than three times per year to approve goals and objectives, approve overall incentive pools, approve incentive payments to senior management and evaluate performance and approve salary changes for the CEO and senior management.

### **REPORTS**

The Compensation Committee shall prepare a report each year on executive compensation for inclusion in the Corporation's proxy statement relating to the annual meeting of stockholders as required by the SEC and NYSE.