

**Charter of the  
Compensation Committee  
of the  
Board of Directors  
of  
STRATTEC SECURITY CORPORATION  
(as amended and restated as of October 8, 2019)**

**A. Purpose.**

The Compensation Committee (the "Committee" or the "Compensation Committee") is established by the Board of Directors (the "Board") of STRATTEC SECURITY CORPORATION (the "Corporation") to (1) oversee and review the compensation of the Corporation's executive officers, senior managers and directors, (2) produce an annual report on executive compensation for inclusion in the Corporation's proxy statement in accordance with the applicable rules and regulations of the Securities and Exchange Commission, and (3) oversee and advise the Board on the adoption of policies that govern the Corporation's annual compensation and incentive compensation plans and equity-based plans. The Committee is directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. In addition, the Committee will undertake the specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

**B. Membership.**

The Committee will consist of at least two members of the Board who are "independent directors" within the meaning of the rules of the Nasdaq Stock Market, each of whom shall not be an officer or employee of the Corporation or its subsidiaries, shall not have any relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out responsibilities of a director and shall otherwise satisfy the applicable membership requirements under the rules of the Nasdaq Stock Market and the Securities and Exchange Commission. All Committee members shall also be "non-employee directors" as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Without limiting the foregoing, no member of the Committee shall accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Corporation or any of its subsidiaries. "Compensatory fees" shall not include: (i) fees received as a member of the Committee, the Board or any other committee of the Board or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Corporation, provided that such compensation is not contingent in any way on continued service. In determining

whether a director is eligible to serve on the Committee, the Board shall also consider all factors specifically relevant to determining whether a director has a relationship with the Corporation (or its subsidiaries) which is material to that director's ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (1) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Corporation to such director; and (2) whether the director is affiliated with the Corporation, its subsidiaries or an affiliate of a subsidiary of the Corporation to determine whether such affiliation would impair the director's judgment as a member of the Committee.

Upon recommendation of the Nominating and Corporate Governance Committee, the members of the Compensation Committee shall be appointed by the Board to hold such office until removed by the Board or until their successors have been duly appointed and qualified. Unless a chairperson is appointed by the Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership.

### **C. Responsibilities.**

The responsibilities of the Committee shall include:

1. Reviewing at least annually the overall compensation philosophy of the Corporation with respect to executive officers, senior managers, directors and, if applicable, other managerial personnel, and revise, or recommend that the Board revise, the overall compensation philosophy if the Committee deems necessary or appropriate.
2. Reviewing and approving the goals and objectives of the Corporation relating to the Chief Executive Officer's compensation; evaluating the Chief Executive Officer in light of those goals and objectives; and determining the Chief Executive Officer's compensation, including salary, bonus and incentive and equity compensation, based on this evaluation. In determining compensation, the Committee will consider the Corporation's performance and relative shareholder return, the compensation of chief executive officers at comparable companies, the awards given to the Chief Executive Officer in past years, and such other factors as the Committee deems relevant.
3. Reviewing and approving the goals and objectives of the Corporation relating to the compensation of the Corporation's other executive officers and, if applicable, senior managers; reviewing the performance of those executive officers and, if applicable, senior managers in light of these goals and objectives; determining or recommending to the Board the compensation of those executive officers and, if applicable, senior managers, including salary, bonus and incentive and equity

compensation, based on this evaluation. The Committee shall take into account the Chief Executive Officer's recommendation and evaluation of each individual's performance, the Corporation's overall performance and comparable compensation paid to similarly-situated executives in comparable companies.

4. Consistent with the applicable rules and regulations of the Securities and Exchange Commission, (a) produce an annual report on executive compensation for inclusion in the Corporation's proxy statement or Annual Report on Form 10-K in accordance with such rules and regulations and (b) review and discuss with management the Corporation's Compensation Discussion and Analysis, if applicable, or other required compensation tables and disclosures and, based upon such review and discussion, make recommendations to the Board as to whether it should be included in the Corporation's proxy statement for the annual meeting of shareholders.

5. Making recommendations to the Board with respect to incentive compensation plans and equity-based plans, including amendments thereto; establishing criteria for the granting of equity-based awards to the Corporation's officers and other employees; and reviewing and approving the granting of such awards in accordance with such criteria, including evaluating and acting on senior executive recommendations regarding the grants of incentive and equity compensation to managers and other employees.

6. Administering the Corporation's incentive compensation plans and equity-based plans in accordance with the responsibilities assigned to the Committee under any and all such plans.

7. Reviewing and making recommendations to the Board with respect to the compensation of the directors of the Corporation, including, without limitation: (1) reviewing and determining the annual and meeting fees to be paid to members of the Board, members of committees of the Board and any Chair of any such committee and (2) determining the equity incentive awards and other compensation benefits for a member of the Board to the extent consistent with the authority granted in any such equity or other incentive plans. The annual and meeting fees need not be equal for all committees and their respective Chairs.

8. In connection with officer compensation programs and, if applicable, compensation programs for other managerial personnel, the Committee shall:

(a) Review and reassess on a periodic basis the operation and impact of such compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s) in light of the goals and objectives relevant to officer compensation, and, if applicable, the compensation of other managerial personnel;

(b) Establish and periodically review policies for the administration of such programs;

(c) To the extent deemed advisable by the Board, amend existing compensation programs or adopt new compensation programs;

(d) Perform such duties and responsibilities as may be assigned to the Committee under the terms of any officer compensation programs; and

(e) Review and reassess on a periodic basis whether such compensation programs incentivize unnecessary or excessive risk taking by officers or other managerial personnel on behalf of the Corporation.

9. Periodically reviewing the perquisites or other personnel benefits offered to officers and, if applicable, other managerial personnel and recommending any changes to the Board.

10. Reviewing and approving, or recommending that the Board approve, all employment contracts, supplemental retirement benefits and severance or termination agreements with current or former officers of the Corporation and, if applicable, with other managerial personnel.

11. To the extent deemed advisable by the Board, reviewing reports from management with respect to all pension and retirement plans, medical plans and other employee benefit plans.

12. Reviewing and considering the results of any shareholder advisory vote on executive compensation and taking into account the results of such advisory votes in relation to the Corporation's executive compensation policies and programs.

13. Annually reviewing the potential risk to the Corporation from its compensation programs and policies, including any incentive plans, and whether such programs and policies incentivize unnecessary and excessive risk taking.

14. Reviewing and approving the creation or revision of any clawback policy allowing the Corporation to recoup compensation paid to employees.

15. In its sole discretion, being responsible for retaining or obtaining the advice of a compensation consultant, legal counsel or other advisor.

16. On at least an annual basis, reviewing and reassessing the adequacy of this Charter and recommending any proposed changes to the Board for approval.

The Board shall review annually the scope of responsibilities of the Committee and the effectiveness with which the Committee has carried out its responsibilities during the foregoing year. The Committee shall report to the Board and shall have such power and authority as is necessary for it to fulfill its responsibilities. The Committee shall perform such functions and retain such authority until otherwise provided by the Board or unless any such matter is specifically approved by the Board.

**D. Meetings.**

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities provided the Committee shall meet at least once a year. The Chief Executive Officer may not be present at any meeting during voting or deliberations with respect to the Chief Executive Officer's compensation, but may be present during voting or deliberations with respect to any other matter by the Committee.

**E. Minutes.**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

**F. Advisors.**

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor ("Compensation Advisor"). The Committee shall be directly responsible for the appointment, compensation, oversight and duration of the work of any Compensation Advisor retained by the Committee. In selecting, and receiving advice from, a Compensation Advisor, the Committee shall consider the following factors: (i) the provision of other services to the Corporation (or its subsidiaries) by the person that employs the Compensation Advisor, (ii) the amount of fees received from the Corporation (or its subsidiaries) by the person that employs the Compensation Advisor, as a percentage of the total revenue of the person that employs the Compensation Advisor, (iii) the policies and procedures of the person that employs the Compensation Advisor that are designed to prevent conflicts of interest, (iv) any business or personal relationship of the Compensation Advisor with a member of the Committee, (v) any stock of the Corporation owned by the Compensation Advisor and (vi) any business or personal relationship of the Compensation Advisor or the person employing the Compensation Advisor with an executive officer of the Corporation (or its subsidiaries). Notwithstanding the foregoing, nothing herein shall require a Compensation Advisor to be independent, only that the Committee consider these factors before selecting, or receiving advice from, a Compensation Advisor. The Corporation shall provide the

Committee with appropriate funding, as determined by the Committee, for payment of reasonable compensation, fees and expenses to any Compensation Advisor that the Committee may deem appropriate to engage to assist it with its duties and responsibilities.