

**WELBILT, INC.**

**Compensation Committee Charter**

**Organization**

The Compensation Committee of the Board of Directors shall consist of not less than three members of the Board, all of whom shall be independent. A Compensation Committee member will be deemed “independent” only if he or she satisfies the Director Independence Criteria of the Company, the following additional criteria for Compensation Committee members, and any applicable laws, rules and regulations.

Additional Criteria for Compensation Committee Members

In addition, in affirmatively determining the independence of any director who will serve on the Compensation Committee of the Board, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company that is material to that director’s ability to be independent from management in connection with the duties of a Compensation 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 Company to such director, and whether such compensation would impair the director’s ability to make independent judgments about the Company’s executive compensation.
2. Whether such director is affiliated with the Company or any of its subsidiaries, and whether such relationship either (i) places the director under the direct or indirect control of the Company or its senior management, or (ii) creates a direct relationship between the director and members of senior management, in each case in such a way that would impair the director’s ability to make independent judgments about the Company’s executive compensation.

The members of the committee, the designation of the committee chairperson and the term of membership shall be determined by the Board in accordance with the Company’s Corporate Governance Guidelines, taking into account the recommendations of the Chief Executive Officer and the Corporate Governance Committee. Any committee member may be removed or replaced at any time by the Board.

The Compensation Committee will comply with the Company’s Corporate Governance Guidelines and with the rules and requirements of the New York Stock Exchange relating to compensation committees, as they are amended from time to time.

The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate (including a subcommittee consisting of a single member), subject to any law or regulation requiring action by the full Compensation Committee.

## **Purpose**

The Compensation Committee shall provide assistance to the Board of Directors in fulfilling its responsibility to achieve the Company's purpose of maximizing the long-term total return to shareholders by ensuring that officers, directors and employees are compensated in accordance with the Company's philosophy, objectives and policies. The Compensation Committee shall review and approve compensation and benefits policies, strategies, and pay levels necessary to support corporate objectives and shall provide an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

## **Meetings**

The Compensation Committee shall meet at least two times per year, and more often as circumstances dictate.

## **Authority, Duties and Responsibilities**

The Compensation Committee shall have the following authority, duties and responsibilities, as well as any others assigned by the Board of Directors from time to time that are consistent with the Compensation Committee's purpose:

1. **Corporate Goals for Executive Compensation.** Review and approve corporate goals and objectives relevant to executive compensation, including the development and approval of the executive total compensation policy that: (a) supports the Company's overall strategy and objectives; (b) attracts and retains key executives; (c) links total compensation to financial performance, shareholder returns and the attainment of strategic objectives; and (d) provides competitive total compensation opportunities at a reasonable cost while enhancing the ability to fulfill the Company's objectives.
2. **Compensation Policy and Plans.** Act on behalf of the Board of Directors in setting compensation policy, administering compensation plans and making decisions with respect to the compensation of key company employees, including the review and approval of compensation levels and payouts under incentive plans for executive officers.
3. **CEO Compensation Recommendation.** Review and approve or recommend to the full Board of Directors for approval the annual base salary levels, annual and long-term incentive opportunity levels, executive perquisites, employment agreements (if and when appropriate) and benefits and supplemental benefits of the Chief Executive Officer and other key executives of the Company.
4. **Input for Annual Performance Appraisal of CEO.** Provide market data for CEO compensation and ensure that the CEO compensation aligns with the CEO's performance assessment conducted by the full Board and with industry norms.
5. **Annual Compensation Evaluation.** Annually evaluate compensation levels and payouts for the Chief Executive Officer and other executive officers against an appropriate comparison group.

6. Review of Strategic and Financial Plans. Review and comment on the Company's strategic and financial plans to determine their relationship to the compensation program.
7. Review of New Compensation Plans. Review and approve new compensation plans that are consistent with compensation policy and monitor the appropriateness and effectiveness of such plans.
8. Relationship to Other Board Committees. As directed by the Board, draw clear lines of authority, responsibility and coordination between the Compensation Committee and other Board committees, as appropriate and necessary.
9. Management Succession Program. Review the management succession program.
10. Review of Compensation-Related Risks. Review and evaluate the Company's process for managing and mitigating those Company risks assigned by the Board to the Compensation Committee for review and evaluation.
11. Non-Employee Board Member Compensation. Recommend pay levels for non-employee Board members including retainers, fees, benefits and perquisites for approval by the full board. Given the inherent conflict of directors setting their own pay levels, these recommendations will be based on input from the Company's management and/or third party consultants.
12. Regulatory Filings. In coordination with the Audit Committee (or other appropriate committee(s)), review and approve in advance the contents of SEC and other regulatory filings relating to compensation matters. This includes preparation of the proxy statement, including the shareholder advisory vote to approve the compensation of the Company's named executive officers, the Compensation Committee Report, the Compensation Discussion & Analysis and the related executive compensation disclosures.
13. Shareholder Advisory Votes. Evaluate the results of each shareholder advisory vote on executive compensation.
14. Regulatory Compliance. Ensure the total compensation program and practices of the Company are designed with full consideration of all tax, accounting, legal and regulatory requirements (including Sections 162(m) and 409A of the Internal Revenue Code).
15. Developments in Executive Compensation. Keep abreast of current developments in executive compensation and employee compensation practices outside the Company.
16. Committee Self-Assessment. Conduct an annual performance evaluation of itself to ensure all responsibilities are being met.
17. Employment Agreements. Review and approve all employment agreements proposed to be entered into or renewed between the Company and any executive officer.

18. Charter Review. Review and discuss this Charter at least annually for conformance with applicable laws, rules and regulations.

### **Consultants, Independent Legal Counsel and Advisors**

The Compensation Committee may be assisted on projects from time to time by various members of the Company's staff and shall consult with the Chief Executive Officer and other members of senior management as necessary.

The Compensation Committee may, in its sole discretion, retain or obtain the advice of one or more compensation consultants, independent legal counsel or other advisors (hereinafter referred to as the "Advisor"). The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Compensation Committee, and the Company will provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable fees of the Advisor.

In selecting an Advisor, the Compensation Committee will take into account all factors relevant to the Advisor's independence, including the following:

1. The provision of other services to the Company by the person that employs the Advisor;
2. The amount of fees received from the Company by the person that employs the Advisor as a percentage of total revenue of the person that employs the Advisor;
3. The policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the Advisor with a member of the Compensation Committee;
5. Any stock of the Company owned by the Advisor; and
6. Any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company.

The Compensation Committee shall conduct the independence assessment above with respect to any Advisor other than (1) in-house legal counsel and (2) any Advisor whose role is limited to the following activities for which no disclosure would be required under applicable SEC regulations: (a) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the listed company, and that is available generally to all salaried employees; or (b) providing information that either is not customized to a particular company or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice.