



CHARTER

COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

MAXWELL TECHNOLOGIES, INC.

The Compensation Committee (“Compensation Committee”) shall be appointed by the Board of Directors (the “Board”) of Maxwell Technologies, Inc. (the “Company”), a Delaware corporation, and shall serve at the discretion of the Board but subject to the Company’s Bylaws as in effect from time to time and Section 141 of the Delaware General Corporation Law.

I. Role & Purpose

- A. **Role.** The role of the Compensation Committee is to discharge certain responsibilities of the Board relating to director and executive compensation policies and programs.
- B. **Purpose.** The purpose of the Compensation Committee is to manage and oversee compensation matters for the Company, including developing compensation policies, providing oversight of the implementation of the policies and benefit plans, overseeing the Company’s various stock plans and the issuance of stock options and other stock related awards not granted pursuant to a plan, and making recommendations to the Board regarding its remaining responsibilities relating to executive compensation.

II. Authority

- A. The Compensation Committee may conduct or authorize investigations into, or studies of, matters within the Compensation Committee’s scope of responsibility, with full access to all books, records, facilities and personnel of the Company.
- B. The Compensation Committee may retain special and/or independent legal, accounting or other advisors or consultants to advise or assist the Compensation Committee in the performance of its functions, and the Company shall provide appropriate funding for the compensation of such advisors or consultants.
- C. The Compensation Committee has the exclusive authority to select, retain and terminate counsel, consultants, accountants and other advisers to assist the Compensation Committee in carrying out its duties. The Compensation Committee need not adopt or implement the advice of its independent outside advisors in exercising its own judgment in fulfilling its duties. The Compensation Committee also has the exclusive authority to determine its advisers’ compensation and the other terms of their retention.

- D. The Compensation Committee may, to the extent permitted under applicable law, the rules of Nasdaq and the SEC, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees when appropriate.

III. Composition

- A. **Members.** The Compensation Committee consists of at least three (3) members of the Board.
- B. **Independence of Members.** No member of the Compensation Committee shall have a relationship that may interfere with his or her independence from management and the Company or with the exercise of his or her duties as a committee member. Additionally, each member shall meet the independence standards of the following: (a) the Nasdaq Listing Rules (during such time as the Company's Common Stock is quoted on the Nasdaq Stock Market) or of the exchange on which the Company's securities are listed; (b) any other law or regulation applicable to the Company; and (c) any internal director independence standards or policies adopted by Board from time to time.
- C. **Chairperson.** The Board may appoint the Chairperson of the Compensation Committee (the "Chairperson"). Alternatively, the Board may direct that the members of the Compensation Committee elect the Chairperson.

IV. Meetings

- A. **Frequency & Quorum.** The Compensation Committee shall hold at least two (2) regular meetings during each calendar year or such other quantity as directed by the Board. A majority of the members of the Compensation Committee shall constitute a quorum for all meetings.
- B. **Agenda.** The Chairperson, in consultation with the other members of the Compensation Committee, will also schedule the Compensation Committee meetings and establish the agenda for each meeting.
- C. **Minutes & Reports.** The Compensation Committee shall keep regular minutes of these meetings and report the same to the Board when appropriate and/or required.

V. Responsibilities

- A. The following shall be the principle recurring responsibilities and processes of the Compensation Committee in carrying out its oversight responsibilities. The processes are set forth as a guide with the understanding that the Compensation Committee may supplement them as appropriate.
- B. **Executive Compensation**
 - 1. Review the competitiveness of as well as risks associated with the Company's executive compensation programs, evaluate and take into consideration the results of stockholder advisory votes on executive compensation, and oversee the development and implementation of all compensation policies, plans and programs to attract, retain and motivate executive officers, and align the interests of such executive officers with the

interests of the Company's stockholders, to ensure achievement of the Company's business and financial objectives.

2. Develop guidelines for and annually review and approve compensation for the Chief Executive Officer and the other executive officers of the Company, as based upon a completed performance evaluation of the respective individual(s) in relation to a final operating plan for the new year, (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, and (c) equity compensation, provided that the Chief Executive Officer may not be present during any voting or deliberation regarding his or her compensation.
3. Review and approve (a) employment agreements, severance arrangements, and change in control agreements/provisions, and (b) any other benefits, compensation or arrangements, including perquisites, for the Chief Executive Officer and the other executive officers of the Company.
4. Participate in the preparation of the Company's compensation discussion and analysis and related disclosures and the annual report regarding executive compensation for inclusion in the Company's Annual Report on Form 10-K and/or proxy statement pursuant to the rules and regulations of the Securities and Exchange Commission.
5. Evaluate and make recommendations to the Board regarding the frequency of stockholder advisory votes on executive compensation ("Say on Pay"). This review should take into account the most recent shareholders advisory vote on the frequency of Say on Pay resolutions at the Company.
6. Review and evaluate the results of Say on Pay votes and make recommendations to the Board whether and how the Company should respond thereto.
7. Determine the Company's policy with respect to the application of Section 162(m) of the Internal Revenue Code of 1986, as amended, and when compensation may be paid by the Company that is not deductible for federal income tax purposes.

C. Director Compensation

1. Evaluate and recommend, on an annual basis and in conjunction with the Governance & Nominating Committee, to the full Board for review the form and amount of compensation to be paid to Directors to be eventually presented to the full Board for approval.

D. Company Incentive and Benefit Plans

1. Provide independent oversight of and consult with Company management regarding the Company's compensation, bonus, pension, and other benefit plans, policies and practices applicable to the Company's executive management; provided that with regard to any retirement or pension plans, the Compensation Committee's role is one strictly of oversight and, except as the Compensation Committee otherwise expressly determines or

applicable law otherwise expressly requires, the Compensation Committee shall not act as a fiduciary with respect to any benefit plans or programs under ERISA or otherwise.

2. Periodically review and discuss with management assessments conducted by management of the Company's compensation policies, programs and practices for employees with respect to risk that may arise from such policies, programs and practices, annually assess whether any risks arising from such practices, programs and policies are reasonably likely to have a material adverse effect on the Company, and make recommendations related thereto to the full Board, as appropriate.
3. Oversee the development and administration of the Company's long term incentive plans, including equity-based incentive plans and other similar incentive plans, and interpret and adopt rules for the operation thereof. Where applicable, make recommendations to the Board regarding the adoption or amendment of equity and cash incentive plans, and approving amendments to such plans (including changes in the number of shares reserved for issuance thereunder) to the extent authorized by the Board
4. Establish guidelines for and approve the granting of awards under the Company's long term incentive plans to key employees, officers, directors and consultants of the Company, including determination of the recipients of awards, the type of awards, the number of shares or other units to be covered by each award, the date, vesting schedule, and other terms and conditions of such awards.
5. Oversee the Company's stock plans, granting stock option, restricted stock and other equity awards and approving modifications of such awards, provided that the Board may delegate to another committee of the Board the concurrent authority to make such awards to individuals other than Executive Officers.
6. Overseeing the administration of other material employee benefit plans of the Company, including the Company's 401(k) plan.

E. Consultant & Advisor Independence

1. Consider, in retaining or seeking advice from compensation consultant(s), outside counsel and any other advisors other than in-house counsel ("Compensation Advisor"), the factors specified in the relevant SEC rules and regulations as well as the Nasdaq Listing Rules (such enumerated factors, the "Specified Factors"). The Compensation Committee may retain, or receive advice from, any such Compensation Advisor it prefers, including ones that are not independent, after considering the Specified Factors and ensuring appropriate disclosure. The Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

2. Review at least annually the services provided to the Compensation Committee by any Compensation Advisor to determine whether the provision of such services has given rise to an actual conflict of interest taking into account the Specified Factors and such other factors as the Compensation Committee determines are relevant.

F. **Annual Self-Evaluation**

1. The Compensation Committee, at least annually, will review its operations and performance and make such changes as it deems appropriate. The Compensation Committee shall prepare a report of such evaluation for submission to the Governance Committee.

VI. **Review of Charter**

- A. The Compensation Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

Approved: June 15, 2016