

## **Charter of the Compensation Committee of the Board of Directors**

As approved by the Board of Directors on July 28, 2021

### **Authority and Membership**

Members of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Advanced Energy Industries, Inc. (the “Corporation”) are appointed annually by the Board on the recommendation of the Nominating, Governance and Sustainability Committee. The members shall serve until their successors are duly elected and qualified by the Board. The Committee shall consist of at least two members of the Board, all of whom must meet the independence requirements applicable to The Nasdaq Stock Market, Inc. or such other exchange or system upon which the Corporation's securities are listed, quoted and/or traded (“Nasdaq”) and any standards of independence as may be prescribed for purposes of any federal securities, tax and other laws relating to the Committee's duties and responsibilities. Each member of the Committee shall meet both the definition of “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”) and the definition of “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986. No member of the Committee shall be an officer or former officer of the Corporation or an “affiliated person” of the Corporation or any of its subsidiaries. No member of the Committee may have any interlocking relationships required to be disclosed under the federal securities laws, including Item 402(j)(3) of Regulation S-K.

Director's fees are the only compensation that a Committee member may receive directly or indirectly from or on behalf of the Corporation.

The Board will appoint one of the members of the Committee to serve as Committee Chair. The Committee may also appoint a Secretary, who need not be a member of the Board. The Committee has the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting and other advisors. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to ask the Corporation to provide the Committee with the support of one or more Corporation employees to assist it in carrying out its duties. The Corporation shall provide for appropriate funding, as determined solely by the Committee, for payment of compensation to any advisors employed by the Committee. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or other advisors to attend a meeting of the Committee or to meet with any members of, or consultant to, the Committee.

### **Purpose of the Committee**

The Committee's primary purpose is to:

- Discharge the Corporation's responsibilities relating to the compensation of the Corporation's executive officers and Board members. The Committee has overall responsibility for evaluating and approving the benefit, bonus, and severance agreements, plans, policies and programs of the Corporation and its subsidiaries. Unless otherwise delegated to another committee of the Board, the Committee

also has overall responsibility for evaluating and approving the incentive compensation, equity-based and other compensation agreements, plans, policies and programs of the Corporation and its subsidiaries, and review and discuss with the Company's management the Compensation Discussion and Analysis (the "CD&A") to be included in the Company's annual meeting proxy statement and determine whether to recommend to the Board that the CD&A be included in the proxy statement, and provide a Committee report for inclusion in the Corporation's proxy statement in accordance with applicable rules and regulations.

## **Responsibility and Authority of the Committee**

### Charter Review

- Review and reassess the adequacy of this charter from time to time and recommend to the Board any proposed changes to this charter; and
  - Publicly disclose this charter and any such amendments at the times and in the manner required by the SEC, Nasdaq and/or any other regulatory body or stock exchange having authority over the Corporation, and in all events post this charter and such amendments on the Corporation's website.
1. Executive Compensation/Approval of Transactions; Director Compensation
    - Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and recommend to the Board the CEO's compensation levels based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company's performance and shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
    - Annually review and approve, for the CEO and the senior executives of the Corporation, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance agreements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits. "Senior executives" are those individuals who have been determined by the Board to be "officers" for purposes of Section 16 of the Securities Exchange Act of 1934 and "executive officers" pursuant to Rule 3b-7 of the Securities Exchange Commission. The CEO may not be present during voting or deliberation on his or her compensation.
    - Review executive management succession below the CEO.
    - Review CEO and management succession planning in the context of executive compensation.
    - Adopt, administer, approve and ratify the Corporation's incentive compensation and stock plans and awards thereunder, including amendments to the plans or awards made under any such plans, and review and monitor awards under such plans.

- Review and propose to the independent members of the Board from time to time changes in director compensation.
2. Plan Compliance Oversight
- Periodically review the Corporation's benefit, incentive compensation and stock plans, compensation agreements, plans, policies and arrangements, and shall adopt amendments or changes to the same, and shall establish procedures and mechanisms designed to cause the same to comply with all provisions under the securities, tax, banking, ERISA and other laws and regulations and the requirements of Nasdaq regarding: reimbursement of the Corporation for, or forfeiture of, any profits, bonus or equity-based compensation by the Corporation's CEO and senior executives in connection with an accounting restatement;
    1. related party or affiliate transactions with the Corporation; and
    2. Section 16 of the Exchange Act and the rules and regulations promulgated thereunder.
3. General
- Form and delegate authority to subcommittees when appropriate.
  - May retain and terminate, in its sole discretion, any compensation consultant to be used to assist in the evaluation of CEO and senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms.
  - Report to the Board on the Committee's activities at Board meetings and otherwise when appropriate.
  - Annually review the performance of the Committee.
  - Otherwise retain or obtain the advice of a compensation consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or any other advisor retained and the Corporation shall appropriately fund such activity. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor only after taking into consideration the factors set forth in Nasdaq Rule 5605(d)(3)(D).

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports and statements prepared or presented by:

- One or more officers or employees of the Corporation whom the Committee members reasonably believes to be reliable and competent in the matters presented;
- Counsel, independent auditors, and other persons as to matters which the Committee members reasonably believes to be within the professional or expert competence of such person; and
- Another committee of the Board as to matters within its designated authority which committee the Committee members reasonably believes to merit confidence.