



SUPERIOR INDUSTRIES INTERNATIONAL, INC.
HUMAN CAPITAL & COMPENSATION COMMITTEE CHARTER

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I. PURPOSE

The Human Capital & Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Superior Industries International, Inc. (the “Company”) will oversee the Company’s executive officer compensation programs and practices as further described in this Charter, including the Company’s executive compensation plans and the Company’s incentive-compensation and equity-based plans. For purposes of this Charter, the term “executive officer” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

II. MEMBERSHIP AND QUORUM

1. **Membership.** The Committee shall have at least three members, and shall consist solely of directors deemed by the Board to be independent and who meet the independence requirements of the NYSE and the SEC. The Committee shall, in its sole discretion, have the authority to reduce the number of members to two on a temporary basis. Each committee member shall be a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended. The members of the Committee will be appointed by the Board based upon recommendations of the Company’s Nominating and Corporate Governance Committee and will continue to serve until their successors are elected and qualified or until their earlier resignation or removal. The Board may remove any member of the Committee at any time, with or without cause. The Committee's chairperson will be designated by the Board.
2. **Quorum.** Two members of the Committee shall constitute a quorum. When more than two members are present, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee, and when only two members are present the unanimous vote of the two members shall constitute the act of the Committee.

III. MEETINGS

In carrying out its duties and responsibilities, the Committee’s policies and procedures should remain flexible, so that it may be in a position to best address, react or respond to changing circumstances or conditions.

1. **Meetings/Procedures.** The Committee will meet as often as necessary to carry out its duties and responsibilities. The Committee may meet in person or by telephone, video conference or similar means of remote communication by means of which all persons participating in the meeting can hear each other. The Committee may establish its own procedures for conducting meetings, provided that such procedures are consistent with the Company’s Bylaws and Corporate Governance Guidelines and any applicable law, rules or regulations. The Chair of the Committee will, in consultation with the appropriate officers of the Company and the Committee members, be responsible for calling meetings of the Committee, establishing the agenda for the meetings and conducting the meetings of the Committee.
2. **Attendance.** The Committee may invite others (including members of management and other members of the Board) to attend all or portions of its meetings and/or provide necessary information.
3. **Subcommittees.** The Committee may form subcommittees and delegate to those subcommittees (or to one or more executive officers) such power and authority as it deems appropriate, so long as such subcommittees or executive officers comply with the requirements set forth in the rules of the NYSE

and the delegation is not prohibited by any applicable law, regulation or listing standard or the terms of a shareholder approved plan.

4. Minutes. The Committee shall keep minutes of its meetings and make such minutes available to the Board.

IV. DUTIES AND RESPONSIBILITIES

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as directed by the Board or as appropriate under the circumstances to the extent permitted by applicable law or New York Stock Exchange listing standards. In addition to any other duties or responsibilities as may be assigned by the Board or in any executive compensation plan or arrangement, the Committee will have the following duties and responsibilities:

1. Compensation Philosophy. The Committee will establish, review, and implement the Company's overall executive compensation philosophy.
2. Compensation of Chief Executive Officer. At least annually, the Committee will (i) review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer; (ii) evaluate the performance of the Chief Executive Officer in light of those goals and objectives and the goals and objectives of the Company's executive compensation plans; and (iii) review and recommend to the Board the Chief Executive Officer's compensation, including salary, bonus, incentive and equity compensation and perquisites and other personal benefits. The Committee will consider all factors it deems relevant in determining the compensation for the Chief Executive Officer, including a review of market data to assess the Company's competitiveness with respect to Chief Executive Officer compensation. In the case of long-term incentive compensation, the Committee may consider the Company's performance and relative stockholder return, the value of similar awards to comparable officers of comparable companies, and the awards given to the Chief Executive Officer in past years. In determining the compensation for the Chief Executive Officer, the Compensation Committee will meet outside the presence of any executive officer.
3. Compensation of Other Executive Officers. At least annually, the Committee will (i) review the performance of the other executive officers of the Company and (ii) approve, or recommend to the Board for approval, the compensation of the other executive officers. In giving such approval or making such recommendations, the Committee will consult with the Chief Executive Officer. The Committee will consider all factors it deems relevant in determining or recommending the compensation for the other executive officers, which consideration may include a review of market data to assess the Company's competitiveness with respect to executive officer compensation. In the case of long-term incentive compensation, the Committee may also consider the Company's performance and relative shareholder return, the value of similar awards to executives of comparable companies, and the awards given to the other executives in past years.
4. Director Compensation. The Committee will review annually and make recommendations to the Board regarding the compensation of the non-employee directors of the Board, a non-employee Chairperson or Lead Director, and Board committee members.
5. Compensation Plans. At least annually, the Committee will (i) review the Company's executive

compensation plans and general compensation plans (excluding other employee benefit and retirement plans), including incentive-compensation and equity-based plans and (ii) if appropriate, recommend to the Board for approval the amendment of such existing compensation plans or the adoption of new compensation plans. In particular, the Committee will recommend to the Board for approval any equity compensation plans, including those to be submitted for stockholder approval under the NYSE listing standards. (For these purposes, such plans will include any executive compensation plan of any subsidiary of the Company.) The Company's Investment and Administrative Committee will oversee and administer the Company's other employee benefit and retirement plans, including the Superior Industries International, Inc. Savings and Retirement Plan. The Investment and Administrative Committee will provide a report to the Committee at least annually.

6. Equity Incentives. Subject to delegation as permitted by applicable law, the Committee will approve the grants of stock options and other equity incentives to employees and non-employee directors (under the Company's Equity Incentive Plan, option plans or otherwise).
7. Compensation Agreements. The Committee will review and recommend to the Board for approval any new or amended employment, change in control, retirement, severance or termination agreement or arrangement to be made with the then-current or a prospective Chief Executive Officer. The Committee will review and approve any new or amended employment, change in control, retirement, severance or termination agreement or arrangement to be made with any other then-current or a prospective executive officer of the Company.
8. Perquisites and Benefits. The Committee will review perquisites or other personal benefits of the Company's executive officers and Board members and (i) recommend any changes with respect to the Chief Executive Officer to the Board for approval, and (ii) approve, or recommend to the Board for approval, any changes with respect to the other executive officers.
9. Stock Ownership Policy. The Committee shall conduct an annual review and approve any amendments to the Stock Ownership Policy. The Committee has responsibility for evaluating whether exceptions should be made on a case-by-case basis for a Participant who has not complied with the requirements of the Stock Ownership Policy.
10. Policies on Hedging and Pledging of Company Stock. The Committee shall approve and make recommendations to the Board of Directors on the adoption of anti-hedging and anti-pledging policies.
11. Clawback Policy. Review and approve the adoption or revision of any clawback policy allowing the Corporation to recoup compensation paid to Executive Officers and other employees and administer and enforce any clawback policy consistent with the terms of the policy.
12. Chief Executive Officer Pay Ratio. If applicable, the Committee shall review and approve annually the disclosure of the Chief Executive Officer pay ratio.
13. CEO Succession Planning. At least annually, the Committee shall conduct a review of Chief Executive Officer succession planning, including emergency succession planning. The Committee will work with the Board and the Chief Executive Officer to recommend and evaluate potential successors to the Chief Executive Officer. The Chief Executive Officer should make available to the Committee and the Board his or her recommendations and evaluations of potential Chief Executive Officer successors, along with a review of any development plans recommended for such individuals.
14. Management Development and Succession Planning. At least annually, the Committee shall review

the Company's management development, retention programs, succession planning procedures and diversity, equity and inclusion efforts. The Committee will work with the Board and the Chief Executive Officer to recommend and evaluate the Company's management development, retention programs, succession planning procedures and diversity, equity and inclusion efforts.

15. General Policies. The Committee will review and oversee (or provide for the oversight of) the Company's policies relating to the compensation of, and other matters relating to, its employees generally, including engagement, culture, talent management and development. The Committee will review the Company's compensation policies and practices to determine whether they encourage excessive risk taking or are reasonably likely to have a material adverse effect on the Company and consider changes that may be warranted to address any identified concerns.
16. Committee Report. If applicable, the Committee will review and discuss with management the Company's Narrative Disclosure Regarding Compensation and produce a Committee report that recommends to the Board that the Compensation Discussion and Analysis be included in the Company's annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission.
17. Compensation Policy Risk Review. At least annually, review and assess management's report on risks arising from the Company's compensation policies and practices and determine whether any such risks are reasonably likely to have a material adverse effect on the Company. Review management's actions to mitigate risks.
18. Submissions of Executive Compensation Matters to Shareholders. The Committee will review and recommend to the Board the Company's submissions to shareholders on executive compensation matters, including advisory votes on named executive officer compensation and the frequency of such votes. In addition, the Committee shall consider the results of shareholder advisory votes on named executive officer compensation matters and the changes, if any, to the Company's executive compensation policies, practices and plans that may be warranted as a result of any such vote.
19. Committee Performance Evaluation. The Committee will evaluate its own performance on an annual basis and present the results of the evaluation and any recommendation to the Board.
20. Annual Review of Committee Charter. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to this Charter to the Board for annual approval.
21. Investigations and Studies. The Committee may conduct or authorize investigations into or studies of matters within its scope of responsibilities.
22. Outside Advisors.
 - a. Retention. The Committee shall have the sole authority to retain, oversee and terminate any compensation consultant to assist in the execution of the Committee's responsibilities, including without limitation, the evaluation of the Chairman of the Board's, Chief Executive Officer's and other senior executives' compensation, and shall have authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee's retention of such advisers shall be at the Company's expense.

- b. Independence. Prior to the retention of a compensation consultant or any other external advisor, and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such advisor from management, taking into consideration all factors relevant to such advisor's independence, including factors specified in the New York Stock Exchange listing standards. The Committee shall ensure that any disclosure required by the rules and regulations of the Securities and Exchange Commission or the New York Stock Exchange related to the foregoing is included in the Company's proxy statement.
23. General Authority. The Committee will perform such other functions within the scope of its functions as the Committee may determine or as may otherwise be required by law or regulation, or as the Board may from time to time direct and will have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing. The Committee will also have the authority necessary to carry out its duties and responsibilities as set forth in this Charter and to take any action reasonably related to those duties and responsibilities, subject to any restrictions set forth in the Company's certificate of incorporation or bylaws and any applicable law.