



**MIRION TECHNOLOGIES, INC.**

**CHARTER OF THE COMPENSATION  
COMMITTEE (the "Charter")**

**Purpose**

The purpose of the Compensation Committee (the "Committee") is to oversee the discharge of the responsibilities of the Board of Directors (the "Board") of Mirion Technologies, Inc. (the "Company") relating to (1) compensation of the Company's executive officers and directors, (2) review and approve the Company's incentive plan designs, (3) provide direction and oversight to management in establishing appropriate methods and levels of compensation for all levels of employees of the Company, (4) review and monitor company strategic plans to help inform compensation decisions and long-term planning, and (5) ensuring compliance with the compensation rules, regulations and guidelines promulgated by the New York Stock Exchange ("NYSE"), the Securities and Exchange Commission (the "SEC") and other applicable laws and regulations. The Committee also oversees risk management related to the Company's compensation plans. The Committee strives to design the Company's compensation programs to encourage high performance, promote accountability, attract, and retain key employees and assure that the interests of directors, management and employees align with the interests of the Company's stockholders.

**Composition of the Committee.**

The Compensation Committee of the Board of Directors shall consist of at least two directors, each of whom: (i) is an "independent director" as such term is defined by the NYSE and (ii) is a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Committee members shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board (the "Nominating and Corporate Governance Committee"). Committee members shall hold their offices until their successors are elected and qualified, or until their earlier resignation, removal or death. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chair of the Committee; provided, that if the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair. In addition, the Committee will request the presence of certain executive officers and other management team members on a routine basis or at its discretion.

**Operations.**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter but no less than four times each year. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. All meetings shall be at the call of the Chair of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum for the transaction of business. The Committee shall keep a separate book



of minutes of their proceedings and actions.

No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee.

### **Delegation of Authority.**

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee; provided, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

The Committee may delegate its responsibilities to other committees, so long as such committees are composed entirely of independent directors and have a committee charter.

### **Reporting to the Board: Annual Performance Review.**

The Committee shall report on its activities to the Board and make such recommendations and findings as it deems appropriate.

The Committee members shall perform an annual evaluation, as administered by the Nominating and Corporate Governance Committee. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance.

### **Outside Advisers.**

The Committee has the authority and right, in its sole discretion and at the expense of the Company, to retain or obtain the advice of a compensation consultant, independent legal counsel, accountant or any other consultant or adviser (each, an "Adviser" and, collectively, "Advisers") in connection with the Committee's functions and responsibilities. The Committee shall be directly responsible for the appointment, compensation, oversight of the work and termination of any Adviser retained by the Committee. The Committee shall have the sole authority to approve the fees and other retention terms of such Advisers. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee and ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions and responsibilities. The Committee may retain or obtain advice from an Adviser only after taking into consideration all factors relevant to the Adviser's independence from management in accordance with the rules and regulations of the SEC and the listing standards of the NYSE, including those independence factors enumerated by NYSE.



Nothing herein requires an Adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from an Adviser. The Committee may select or receive advice from any Adviser it prefers, including ones that are not independent, after considering the independence factors. Nothing herein shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of any Adviser; or (ii) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

### **Duties and Responsibilities.**

In addition to any other responsibilities, which may be assigned from time to time by the Board, the Committee's duties and responsibilities shall be:

1. To recommend the compensation of the Chief Executive Officer to the Board. In reviewing the compensation of the Chief Executive Officer, the Committee shall, among other things:
  - identify, review and approve on an annual basis corporate goals and objectives relevant to Chief Executive Officer compensation;
  - review and approve the Company's peer companies and data sources for purposes of evaluating the Chief Executive Officer's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;
  - evaluate the Chief Executive Officer performance in light of such goals and objectives and recommend the Chief Executive Officer compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and
  - recommend to the independent members of the Board for approval the employment agreement, severance agreement, change-of-control agreement and the stock ownership guidelines applicable to the Chief Executive Officer.
2. Review and approve with respect to the annual compensation, including salary, bonus, incentive and equity compensation, for the Company's executive officers other than the Chief Executive Officer; and communicate all such compensation decisions to the Board
3. Approve any employment agreements, severance agreements, change-of-control agreements and stock ownership guidelines between the Company and executive



officers other than the Chief Executive Officer; and communicate all such compensation decisions to the Board.

4. Review and recommend to the Board the creation and/or revision of incentive-compensation and equity-based plans affecting the Chief Executive Officer and the Company's executive officers.
5. Administer all incentive compensation and equity-based plans, including all plans that require "disinterested administration" under Rule 16b-3 of the Exchange Act, including the authority to determine: the per share exercise price of stock options; whether to provide any dividend equivalents on awards of restricted stock units; appropriate adjustments to the number and types of shares made subject to awards and whether any awards should be cancelled.
6. To develop and recommend to the Board for approval the total compensation of the Company's directors and recommend stock ownership guidelines applicable to the Company's directors.
7. Review and approve the design of the benefit plans that pertain to the Chief Executive Officer and the Company's executive officers.
8. Approve all special perquisites, special cash payments and other special compensation and benefit arrangements for executive officers and employees.
9. Consider, establish, review, approve and administer the terms of any compensation "clawback" or similar policy or agreement between the Company and its executive officers, including, without limitation, in compliance with the rules and regulations adopted by the U.S. Securities and Exchange Commission and the applicable stock exchange.
10. Review compensation arrangements for the Company's employees to evaluate whether such arrangements encourage unnecessary or excessive risk taking and whether any such risks are reasonably likely to have a material adverse effect on the Company.
11. Consider the results of the most recent shareholder advisory vote on executive compensation, as required by Section 14A of the Exchange Act and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation.
12. Draft and approve the Compensation Committee Report on Executive Compensation included in the Company's proxy statement or annual report on Form 10-K and generally oversee compliance with the compensation reporting requirements of the SEC and assist management in complying with any other report disclosure requirements.
13. Review and discuss the Company's compensation discussion and analysis ("CD&A") with management and based on such review and discussions, to



recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

14. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay votes, taking into account the results of the most recent stockholder advisory vote on the frequency of Say on Pay votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay vote and the frequency of the Say on Pay vote to be included in the Company's proxy statement.
15. In consultation with the Company's Chief Executive Officer, periodically review the Company's management succession planning, including policies for Chief Executive Officer selection and succession in the event of the incapacitation, retirement or removal of the Chief Executive Officer, and evaluations of, and development plans for, any potential successors to the Chief Executive Officer.
16. Assess and monitor the independence of the Committee's compensation consultant.
17. Oversee the Company's policies and strategies relating to talent recruitment, human capital management, employee engagement, retention efforts and culture.
18. Perform such other functions as assigned by law, the Company's charter or bylaws or the Board.