

COMPENSATION COMMITTEE CHARTER
of the Compensation Committee
of TRIO-TECH INTERNATIONAL

This Compensation Committee Charter (the “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of Trio-Tech International (the “**Company**”) on June 29, 2004, and amended on each of March 05, 2007, July 02, 2014 and December 8, 2020.

Section 1: Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the Board of the Company is (1) to discharge the Board’s responsibilities relating to compensation of the Company’s chief executive officer and other officers, including by designing (in consultation with management and the Board, as the Committee deems appropriate), and evaluating the compensation plans, policies and programs of the Company as they relate to the chief executive officer and other officers and (2) if and to the extent required by law, to produce an annual report on executive compensation for inclusion in the Company’s proxy materials in accordance with applicable rules and regulations of the Securities and Exchange Commission.

Section 2: Membership

The Committee shall be comprised of two or more directors, as determined by the Board, each of whom (a) satisfies the independence requirements of the Section 803A of the NYSE American rules; (b) has been affirmatively determined by the Board to be “independent” under Section 805(c)(1) of the NYSE American rules; (c) is a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “**1934 Act**”), and (d) is an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “**Code**”).

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. In appointing members to the Committee and affirmatively determining that all of the members are “independent” for purposes of Section 805(c)(1) of the NYSE American rules as noted under Section 2(1)(b) above, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to (a) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (b) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. The Board may remove members from the Committee, with or without cause.

Section 3: Meetings and Procedures

1. The Chair of the Committee (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings as long as they are not inconsistent with any provisions of (a) the Company’s Articles of Incorporation or bylaws that are applicable to the Committee; (b) applicable federal or state laws; or (c) the rules of the NYSE American.
2. The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable.
3. All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management, representatives of the independent accountant and any other financial personnel employed or retained by the Company

or any other persons whose presence the Committee believes to be necessary or appropriate; provided, however that the Chief Executive Officer may not be present during voting or deliberation as and to the extent set forth in the rules of the NYSE American. The Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

4. The Committee, in its sole discretion may retain or obtain the advice of a compensation consultant, independent legal counsel and/or other advisers as the Committee believes to be necessary, desirable or appropriate.

The Committee will be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other adviser retained by the Committee. The Committee is required to conduct the following assessment with respect to the selection of any compensation consultant, legal counsel or other adviser and may only select such compensation consultant, legal counsel or other adviser after taking into account all relevant factors, including specifically the following factors:

- The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

- Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

Notwithstanding the foregoing, the Committee need not make the above assessment if (a) it elects to use the Company's in-house legal counsel (if any) or (b) the role of such compensation consultant, legal counsel or other adviser is limited to the following activities for which no disclosure is required under item 407(e)(3)(iii) of Regulation S-K promulgated under the 1934 Act: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

5. There is no requirement for the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other adviser to the Committee. Nothing in the above Section 3(4) shall be construed to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties. Furthermore, there is no requirement that the compensation consultant, independent legal counsel or other adviser to the Committee be independent, only that the Committee consider the enumerated factors set forth in Section 3(4) above before selecting such compensation consultant, independent legal counsel or other adviser to the Committee, and the Committee may select or receive advice from any compensation adviser it prefers including ones that are not independent but only after considering the above six factors.
6. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or other adviser retained by the Committee in accordance with Section

3(4) above and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

7. The Chair shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.
8. Notwithstanding anything in this charter to the contrary, the Committee is not precluded from approving awards (either with or without board ratification) or from seeking board ratification or approval as may be required to comply with applicable tax or state corporate laws.

Section 4: Duties and Responsibilities

1. The Chief Executive Officer's compensation must be determined, or recommended to the Board for determination, by the Committee. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation. The Committee shall, at least once each calendar year, review and approve corporate goals and objectives relating to the compensation of the Chief Executive Officer and shall, with input from the Chief Executive Officer, annually establish the performance criteria (including both long-term and short-term goals) to be considered in light of those goals and objectives in connection with the Chief Executive Officer's next annual performance evaluation. At the end of each year, the Chief Executive Officer shall make a presentation or furnish a written report to the Committee indicating his or her progress against such established performance criteria. Thereafter, with the Chief Executive Officer absent, the Committee shall meet to review the Chief Executive Officer's performance, determine and approve the compensation of the Chief Executive Officer based on such evaluation and report thereon to the Board. The results of the review and evaluation shall be communicated to the Chief Executive Officer by the Chairman of the Board of Directors.
2. The compensation for all other officers (as that term is interpreted under the rules of the NYSE American) must be determined, or recommended to the Board for

determination, by the Committee. In that regard, and to the extent applicable, the Committee shall review and approve all officers' employment agreements and severance arrangements.

The Committee shall, at least once each calendar year, review and approve all compensation for directors and all other employees of the Company or its subsidiaries with a base salary greater than or equal to \$250,000.

3. The Committee shall manage and periodically review, the Company's executive officers' annual bonuses; long-term incentive compensation, stock options, employee pension and welfare benefit plans (e.g., 401(k), employee stock purchase plan, etc.) and with respect to each plan shall have responsibility for:
 - a. general administration as provided in each such plan;
 - b. setting performance targets under all annual bonus and long-term incentive compensation plans as appropriate and committing to writing any and all performance targets for all executive officers who may be "covered employees" under Section 162(m) of the Code within the first 90 days of the performance period to which such target relates or, if shorter, within the period provided by Section 162(m) of the Code in order for such target to be "pre-established" within the meaning of Section 162(m);
 - c. certifying that any and all performance targets used for any performance based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s);
 - d. approving all amendments to, and terminations of, all compensation plans and any awards under such plans;
 - e. granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to the Chief Executive Officer, officers (as interpreted under the NYSE American rules), current employees with the potential to become the CEO or a "covered employee" under Section 162(m) of the Code, including stock options and other equity rights (e.g., restricted stock, stock purchase rights);

- f. approving which executive officers are entitled to awards under the Company's stock option plan(s); and
- g. repurchasing securities from terminated employees if and to the extent deemed to be appropriate and provided such repurchase is made in compliance with state corporate laws.

All plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan's internal and external administrators if any duties have been delegated.

- 4. The Committee shall determine the Company's policy with respect to change of control or "parachute" payments.
- 5. The Committee shall review and approve executive officer and director indemnification and insurance matters.
- 6. The Committee shall prepare and approve the Compensation Committee report to be included as part of the Company's annual proxy statement if and to the extent that the Company is required to include such report or, if not required, determines to include such report, in its annual proxy statement.
- 7. The Committee shall review and reassess this Charter at least once every two fiscal years (and more frequently if there are changes in applicable law or if the Committee otherwise believes it to be prudent) and submit any recommended changes to the Board for its consideration.

Section 5: Delegation of Duties

In fulfilling its responsibilities hereunder, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's Articles of Incorporation and bylaws, applicable federal and state law

and the rules of the markets in which the Company's securities then trade, except that it shall not delegate (a) its responsibility to determine (or recommend to the Board for determination) the compensation of the Chief Executive Officer and the officers of the Company (as that term is interpreted under the rules of the NYSE American) or (b) its responsibilities for any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code or is intended to be exempt from Section 16(b) under the 1934 Act pursuant to Rule 16b-3 by virtue of being approved by a committee of "outside directors."

Section 6: Disclosure of Charter

This Charter shall be made available to any stockholder who otherwise requests a copy. The Company's Annual Report to Stockholders shall state the foregoing.