

**Universal Corporation**  
**Board of Directors**  
**Compensation Committee Charter**  
**Effective August 4, 2020**

**I. Establishment and Purpose**

- 1.1 The Compensation Committee (the “Committee”) of the Board of Directors (“Board”) of Universal Corporation (“Universal” or the “Company”) is responsible, subject to approval of the Board, for establishing and maintaining a competitive compensation program for the Directors and Executives of the Company in order to attract, retain and motivate key contributors to the success of Universal. Additionally, the Committee shall make recommendations to the Board with respect to such compensation program as the Committee deems appropriate.
- 1.2 For purposes of this Charter, “Directors” refers to non-employee members of the Board and “Executive” refers to the Chief Executive Officer of the Company, any corporate officers named in the proxy statement who report to the Chief Executive Officer and any other employee or class of employees of Universal or its subsidiaries designated by the Committee to be an “Executive” for purposes of this Charter.

**II. Composition and Term of Office**

- 2.1 The Committee shall consist of three or more Directors each of whom is deemed “independent” under the standards set forth in Section 303A of the New York Stock Exchange, LLC, a “non-employee director” within the meaning of Rule 16b-3 promulgated by the Securities and Exchange Commission (the “SEC”) under the Securities Exchange Act of 1934 and an “outside” director as defined under Section 162(m) of the Internal Revenue Code of 1986, as amended, to the extent applicable (an “Independent Director”). Members of the Committee shall be appointed annually by the Board at its annual meeting or as necessary to fill vacancies in the interim.
- 2.2 At its annual meeting, the Board shall appoint the members of the Committee for the ensuing year and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The Board may, at any time and in its complete discretion, remove any member of the Committee and may fill any vacancy in the Committee.
- 2.3 A majority of the Committee members (but not less than two) shall comprise a quorum of the Committee, sufficient to conduct a meeting. Members of the Committee may be present at a meeting or may participate by telephone or through other methods of telecommunication, as determined by the Committee.
- 2.4 The Committee may retain or obtain the advice of compensation consultants, legal counsel or other advisors (each an “Advisor”) at Universal’s expense, as the Committee in its sole discretion determines appropriate. The Committee shall (i) be directly responsible for the oversight of the work of such Advisors, (ii) have the sole authority to retain and terminate such Advisors, and (iii) approve the fees payable to such Advisors and any other terms of retention.
- 2.5 The Committee may select or receive advice from an Advisor only after taking into consideration all factors relevant to that person’s independence from management, including the following:
  - (a) the provision of other services to the Company by the firm that employs such Advisor;
  - (b) the amount of fees received from the Company by the firm that employs the Advisor, as a percentage of the total revenue of the firm that employs the Advisor;

- (c) the policies and procedures of the firm that employs the Advisor that are designed to prevent conflicts of interest;
- (d) and business or personal relationship of the Advisor with a member of the Committee;
- (e) any stock of the Company owned by the Advisor; and
- (f) any business or personal relationship of the Advisor or the firm employing the Advisor with an executive officer of the Company;

*provided, however*, that such assessment need not be conducted for (1) in-house legal counsel or (2) Advisors that act in a role limited to (i) consulting on broad-based plans that are generally applicable to all salaried employees, or (ii) providing information that is either not customized for the Company or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice.

Nothing herein shall be construed to (a) require the Committee to implement or act consistently with the advice or recommendations of any Advisor or (b) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee. In addition, nothing herein shall require that an Advisor be independent and the Committee may select or receive advice from any Advisor they prefer after conducting the assessment set forth herein.

- 2.6 The Committee may delegate any and all of its responsibilities to subcommittees composed entirely of Independent Directors of the Committee. Such subcommittees must have a published committee charter.

### **III. Duties and Responsibilities**

- 3.1 The duties and responsibilities of the Committee are as follows:

- (a) To review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate annually the Chief Executive Officer's performance in light of those goals and objectives, and determine and approve the Chief Executive Officer's total compensation (base salary, annual incentive target opportunity and long-term incentive opportunity) based on this evaluation;
- (b) To review and approve total compensation (base salary, annual incentive target opportunity and long-term incentive opportunity), as recommended by the Chief Executive Officer, for Executives other than the Chief Executive Officer;
- (c) To review and approve periodically the compensation (including, as appropriate, retainers, meeting fees, long-term incentive compensation, benefits and perquisites) for each Director;
- (d) To review, approve and recommend the compensation strategy for the Executives and the Directors and ensure the compensation strategy (i) rewards the Executives and the Directors appropriately for their contributions to the Company's success, (ii) supports Universal's objectives and shareholder interests, and (iii) includes appropriate consideration of compensation-related risks. The current compensation strategy is attached as Exhibit A;
- (e) To review and discuss with management the Compensation Discussion and Analysis required by Securities and Exchange Commission Regulation S-K, Item 402 ("CD&A"). The Committee shall determine, based on such review and discussions, whether it is going to recommend to the Board that the CD&A in the form prepared by management be included in the Company's annual report or annual proxy statement;

- (f) To review and approve the proposals regarding the stockholder advisory vote on executive compensation and the frequency of the stockholder advisory vote on executive compensation to be included in the Company's annual proxy statement;
- (g) To provide, over the names of the Committee members, the required Compensation Committee Report for the Company's annual proxy statement, as required by Securities and Exchange Commission Regulation S-K, Item 407. This Compensation Committee Report shall state whether (i) the Committee reviewed and discussed with management the CD&A and (ii) based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the annual report or annual proxy statement; and
- (h) To undertake such other responsibilities, tasks or projects as the Board may delegate or assign to the Committee with respect to its executive compensation function from time to time.

**IV. Implementation of Duties**

- 4.1 The Committee may establish such rules, regulations and procedures as it determines appropriate and reasonably necessary for it to undertake its duties and responsibilities as set forth in this Charter.
- 4.2 The Committee shall maintain appropriate procedures to ensure accurate meeting agendas and minutes are prepared and filed in draft form as soon as practicable, with such meeting minutes presented to the Committee for approval at the next regularly scheduled Committee meeting. Such meeting agendas and minutes shall be filed in the Committee minute book upon approval.
- 4.3 Unless a chairman is elected by the full Board, the members of the Committee shall designate a chairman by majority vote of the full Committee membership. The chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

**V. Evaluation and Reporting**

- 5.1 The Committee shall perform an annual review and evaluation of the performance of the Committee, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct evaluations and reviews in such manner as it deems appropriate.
- 5.2 The Committee is accountable to the Board and shall report to the Board on its activities at such times as requested by the Board.

**VI. Meetings and Schedule of Activities**

- 6.1 The Committee shall meet at least three times annually, or more frequently as circumstances dictate. The chairman of the Board or any member of the Committee may call meetings of the Committee.
- 6.2 The major annual activities of the Committee are as follows:
 

March	Review report from the Chief Executive Officer on performance of other Executives and recommendations for salary changes
	Review and approve annual base salary adjustments
	Review competitiveness of compensation program
May/June	Review CD&A and recommend inclusion in Proxy Statement

	Approve the stockholder advisory vote on executive compensation proposal and (as appropriate) the frequency of the stockholder advisory vote on executive compensation proposal
	Approve Compensation Committee Report
	Approve annual incentives plan awards
	Approve annual incentive plan performance targets/formula design for ensuing year
	Approve grants/awards under the Company's Executive Stock Plan
As appropriate	Recommend to the Board for consideration and approval any new or amendments to any existing executive incentive plan or executive benefit plan
As appropriate	Conduct the independence assessment with respect to an Advisor as set forth in Section 2.5 above
As appropriate	Address key new hires, retention, succession issues and talent management of executives other than Chief Executive Officer
Annually	In a joint meeting with the Nominating and Corporate Governance Committee, address succession of the Chief Executive Officer

## **VII. Amendment**

- 7.1 The Committee shall suggest to the Board for approval any amendments to this Charter, including the schedule of activities, as the Committee deems appropriate to ensure this Charter accurately reflects the Committee's duties, responsibilities and activities.

Amended and restated August 4, 2020

**EXHIBIT A**  
**Compensation Strategy**

The compensation strategy of the Company is as follows:

- (a) To administer Universal's executive compensation and benefits to attract, motivate, reward and retain the management talent required to achieve the Company's business objectives, at compensation levels that are fair and equitable and competitive with those of comparable companies;
- (b) To link compensation to individual and corporate performance;
- (c) To ensure market competitiveness of individual compensation levels for Universal executives; and
- (d) To encourage significant stock ownership by senior management in order to align the financial interest of senior management with those of the shareholders.