

**CHARTER OF THE TALENT, CULTURE, AND COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF KIMBALL ELECTRONICS, INC.**

I. PURPOSE

The Talent, Culture, and Compensation (TCC) Committee (“Committee”) assists the Board of Directors in:

- Overseeing the Company’s strategies, policies, and key metrics related to its talent and culture, including matters such as pay equity, diversity, inclusion, belonging, retention, leadership development and succession, and the alignment with and advancement of the Company’s Guiding Principles.
- Assisting the Board in discharging its responsibilities relating to the fair and competitive compensation of the Chief Executive Officer and other Executive Officers; and
- Reviewing, approving, and overseeing the Company’s compensation policies, plans, goals, and objectives for Executive Officers and non-employee directors, and assuring that they are implemented according to the Company’s Guiding Principles and the compensation philosophy established by the Committee.

The Committee will fulfill this purpose by carrying out the duties and responsibilities enumerated in this Charter. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

II. DUTIES AND RESPONSIBILITIES

The Committee will perform activities consistent with this Charter, the Corporation’s Bylaws, governing laws and regulations, the listing standards of any applicable national securities exchange, and other requirements applicable to the Corporation as the Committee or the Board deem necessary. The Committee will conduct a self-assessment of its performance annually. The Committee may also carry out any additional duties delegated to it by the Board.

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined by and consistent with this Charter. These functions serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.

Talent and Culture

- Oversee the Company's strategies, policies, and key metrics related to its talent and culture, including matters such as pay equity, diversity, inclusion, belonging, retention, leadership succession, and the alignment with and advancement of the Company's Guiding Principles.
- Review and advise management regarding the Company's programs to attract, retain, and develop leaders, with a focus on the Company's Guiding Principles and its commitment to diversity, equity, inclusion, and belonging.
- Oversee management's development and succession planning for Executive Officers.
- Establish and periodically review CEO succession plans, with delegation as appropriate to an ad hoc committee of independent directors from the Board for CEO selection.
- Review and discuss with management the scope and effectiveness of employee training and other programs regarding safe and healthy work environments, diversity, equal employment opportunity, non-discrimination, and harassment.
- Review the results of periodic assessments of the Company's employees' engagement, opinions, and internal culture, including the Guiding Principles Survey.

CEO, Executive Officer, and Director Performance and Compensation

- Establish and oversee the Company's executive compensation philosophies and policies, including those related to pay and performance, targeted pay positioning, peer groups for market reference, pay mix, and stock ownership, including stock ownership guidelines and related compliance.
- Review management's assessment of the Company's compensation policies and practices for the Company's non-executive employees.
- Together with the company's other independent directors, annually assess the CEO's performance against relevant performance criteria.
- Annually review market data, general industry information and any other relevant data, to assess the competitiveness of the non-employee directors', CEO's, and Executive Officers' compensation.
- Review and approve CEO and other Executive Officer compensation.
- Review and recommend non-executive director compensation to the Board.
- Review and approve any compensatory contracts or similar transactions with prospective, current or former Executive Officers, including employment agreements, change-in-control agreements, severance agreements, special or supplemental benefits, transition or consulting agreements, retirement agreements and any other compensatory arrangements.
- Review and discuss with management the section of the Company's proxy statement for its Form 10-K captioned "Compensation Discussion and Analysis," and, on the basis of that review and discussion, recommend to the Board that that section be included in such filing.

- Provide such reports in the Company’s proxy statements as are required of the Committee by applicable law or exchange regulation.
- Review the results of the Share Owners’ advisory vote on executive compensation; determine what, if any, actions or policy recommendation are warranted; and make recommendations on how frequently the Company should provide Share Owners with such an advisory vote.
- Review and, as appropriate, assess engagement with Share Owners and proxy advisors on executive compensation matters.
- Oversee the annual process for identifying any material risks relating to the Company’s compensation policies and practices to assess whether such risks are reasonably likely to have a material adverse effect on the Company.
- Approve and periodically assess the effectiveness of any policies, plans, or agreements concerning the recoupment of incentive compensation, or “clawback policies.”

Incentive, Equity-Based, Retirement, and Other Employee Benefit Plans

- Adopt or amend and administer incentive compensation, equity-based plans, and non-qualified deferred compensation plans, including without limitation approving grant guidelines; evaluating the general size of overall grants; certifying the achievement of performance goals; authorizing the payment of contributions, incentive compensation, and equity awards; identifying eligible participants; and interpreting the plans.
- Make recommendations to the Board regarding new equity-based and incentive compensation plans or amendments to any existing plans.
- Review and approve annual discretionary contributions to the Company’s defined contribution retirement plan.

III. DELEGATION OF AUTHORITY

The Committee may create a subcommittee consisting of one or more directors on the Committee and may delegate any of its duties and responsibilities to such subcommittee, unless otherwise prohibited by applicable laws or listing rules.

The Committee may delegate any of its duties and responsibilities, including the administration of equity incentive or employee benefit plans, to one or more directors on the Committee, another director, or other persons to include the Company’s executive officers (within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended), unless otherwise prohibited by applicable laws or listing rules.

Any subcommittee, director or other person will provide a written or oral report to the Committee regarding any activities undertaken pursuant to such delegation.

The Committee may terminate any such subcommittee and revoke any such delegation at any time.

IV. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain, or obtain the advice of any consultant, independent legal counsel, executive/director search firm, or other advisor (“Advisor”) to assist the Committee in the performance of its duties. The Committee is directly responsible for the appointment, compensation, and oversight of the work of any such Advisor that the Committee retains. The Committee shall work with the Company to provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such Advisors.

The Committee shall not be required to implement or act consistently with the advice or recommendations of its Advisors, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee shall assess the independence of and determine if any conflicts of interest exist with any Advisors retained by, or providing advice to, the Committee (other than the Company’s in-house counsel) prior to selecting or receiving advice from them. The Committee shall consider the factors specified in governing laws and regulations, and the listing standards of any applicable national securities exchange. The Committee shall periodically review whether an Advisor has relationships with the Company or individual directors that would present a conflict of interest, and whether each such Advisor has controls and procedures in place to prevent conflicts of interest. The Committee is not required to assess the independence of any Advisor that provides information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice. Any consultant retained by the Committee to assist with its responsibilities relating to executive or director compensation shall not be retained by the Company for any other human resource matters.

V. STRUCTURE AND OPERATIONS

The Committee will normally meet quarterly, or more frequently as circumstances dictate. The Committee shall report regularly to the Board regarding its activities and make recommendations to the Board as appropriate. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by video conference, telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. Minutes shall be kept of each meeting of the Committee. The Company’s Corporate Secretary, or a designee, shall take the minutes of these

meetings. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

VI. COMPOSITION

The Committee shall be comprised of at least three directors appointed by the Board, each of whom shall serve at the pleasure of the Board. The Board will designate a member of the Committee as chairperson. Each member of the Committee shall be an Independent Director. “***Independent Director***” means the Committee member is a “Non-Employee Director” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, is an “Outside Director” as defined by the regulations under Section 162(m) of the Internal Revenue Code of 1986, as amended, and otherwise meets all independence requirements imposed by federal and state securities or tax laws, or any rules, regulations, or listing standard of any applicable national securities exchange or the SEC.

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