



## QUOTIENT TECHNOLOGY INC.

### CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

AMENDED AND RESTATED AUGUST 1, 2019

#### PURPOSE

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Quotient Technology Inc. (the “*Company*”) shall be to act on behalf of the Board in fulfilling the Board’s responsibilities to:

- oversee the Company’s compensation policies, plans and programs;
- review and determine the compensation to be paid to the Company’s executive officers and directors;
- review and discuss with management the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” (“*CD&A*”) for use in any of the Company’s annual reports on Form 10-K, registration statements, proxy statements or information statements; and
- prepare and review the Committee report on executive compensation included in the Company’s annual proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “*SEC*”) in effect from time to time. The term “*compensation*” shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time, Section 141 of the Delaware General Corporation Law, the rules of the New York Stock Exchange (“*NYSE*”) and applicable laws, rules and regulations.

#### COMPOSITION

##### Membership and Qualifications

The Committee shall consist of at least two members of the Board. No Committee member shall be an employee of the Company and each member shall satisfy (i) the independence requirements of the NYSE applicable to compensation committee members, as in effect from time to time, when and as required by the NYSE, subject to any exceptions

permitted by the NYSE; and (ii) any other qualifications determined by the Board or the Nominating and Corporate Governance Committee from time to time. Each member shall also be required to satisfy, as determined by the Board from time to time, (i) the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended from time to time (the “*Exchange Act*”); and (ii) the “outside director” standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time (the “*Code*”). Each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment and shall meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

### **Appointment**

The members of the Committee shall be appointed by and serve at the discretion of the Board on the recommendation of the Nominating and Corporate Governance Committee and shall serve until their successors are duly appointed and qualified or until their earlier resignation, removal or death and may be removed or replaced by the Board. Vacancies occurring on the Committee shall be filled by the Board.

### **Chairperson**

Unless a Committee chairperson is appointed by the full Board, the members of the Committee may designate a chairperson by majority vote of the full Committee. The Chairperson shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

### **AUTHORITY**

The approval of this charter of the Compensation Committee by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder, including personnel preparing the CD&A.

The Committee may form and delegate authority to subcommittees as appropriate, including, but not limited to, (1) (a) if deductibility of “performance-based” compensation under Section 162(m) of the Code is desired, a subcommittee composed of at least two members of the Committee who are “outside directors” under Section 162(m) (any such subcommittee, a “*Section 162(m) Committee*”) and (b) a subcommittee composed of one or more members of the Committee to grant stock awards under the Company’s equity incentive plans to persons who are not (i) “Covered Employees” under Section 162(m) of the Code, (ii) individuals with respect to whom the Company wishes to comply with Section 162(m) of the Code or (iii) then subject to Section 16 of the Exchange Act; or (2) if an exemption from Section 16(b) of the Exchange Act under Rule 16b-3 is desired, a subcommittee composed solely of at least two members of the Committee who are “non-employee directors” under Rule 16b-3 to grant awards of equity securities and to take such other actions as may be necessary or appropriate to qualify transactions in the Company’s equity securities under the Rule 16b-3 exemption. Without limiting the generality of the foregoing, the Committee may form and delegate authority to a committee composed solely of employees of the Company to serve as an administrative and/or investment committee, with fiduciary responsibilities under the Employee Retirement Income

Security Act of 1974 (“*ERISA*”), with respect to one or more Company plans that are subject to ERISA.

In addition, notwithstanding the foregoing paragraph or any other provision in this charter, if deductibility of “performance-based” compensation under Section 162(m) of the Code is desired, only the Committee or a Section 162(m) Subcommittee shall approve compensation intended to qualify for the “performance-based compensation” exception of Section 162(m) (“*Section 162(m) Compensation*”). Approval of Section 162(m) Compensation shall include but not be limited to, the grant of stock options and the establishment, evaluation and certification of achievement of performance goals related to cash or equity compensation. Nothing in this charter requires the Committee to grant compensation that qualifies for the “performance-based compensation” exemption of Section 162(m). To the extent that any provision of this charter implicates Section 162(m) Compensation and deductibility of “performance-based” compensation under Section 162(m) of the Code is desired, references in such provision to the Committee shall include the Section 162(m) Committee, if any.

The Committee’s procedures should remain flexible to address changing circumstances most effectively. Accordingly, the Committee may supplement and, except as otherwise required by applicable law or the requirements of NYSE, deviate from these activities as appropriate under the circumstances.

## **RESPONSIBILITIES**

The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee. The Committee’s functions and procedures should remain flexible to address changing circumstances most effectively. To implement the Committee’s purpose and policy, the Committee shall be charged with the following functions and processes with the understanding, however, that the Committee may supplement or (except as otherwise required by law or the applicable rules) deviate from these activities as appropriate under the circumstances:

**1. Overall Compensation Strategy.** The Committee shall review, modify (as needed) and approve the overall compensation strategy and policies for the Company, including:

(a) reviewing and approving, or recommending to the Board for approval, annual corporate goals and objectives, based on a Board-approved annual operating plan for the Company, and other metrics, which shall support and reinforce the Company’s long-term strategic goals, relevant to the compensation of the Company’s executive officers and other senior management, as appropriate and set all compensation of these executive officers and senior management (including but not limited to salary, bonus, incentive compensation, equity awards, benefits and perquisites);

(b) evaluating and approving the compensation plans and programs advisable for the Company, based on plan targets and other metrics approved by the Board, as well as evaluating and approving any modifications or terminations of existing plans and programs;

(c) approving grants of options and other equity awards to all executive officers under the Company’s equity compensation plans, subject to and in accordance with the terms of such plans and such procedures or guidelines with respect to the grant of equity awards as may be adopted from time to time by the Board.

(d) approving grants of options and other equity awards to all other eligible individuals under the Company's equity compensation plans, subject to and in accordance with the terms of such plans and such procedures or guidelines with respect to the grant of equity awards as may be adopted from time to time by the Board. The Committee may authorize one or more officers, in the form of an "equity grant committee" or other committee to (i) designate eligible individuals, other than executive officers and directors, to be recipients of equity compensation and (ii) determine, within an amount established by the Committee or the Board, the size of equity awards to be granted to each such recipient; provided, however, that no officer may designate himself or herself as such a recipient. Regular reports regarding the grants made by any such committee shall be made to the Committee.

(e) reviewing regional and industry-wide compensation practices and trends to assess the adequacy and competitiveness of the Company's executive compensation programs among comparable companies; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid;

(f) identifying any peer group of companies to be used for comparison purposes in connection with any review of executive officer and non-employee Board member compensation at the Company;

(g) reviewing and approving the terms of any employment agreements, severance arrangements, change-of-control protections and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) for the Company's executive officers and other senior management, as appropriate and any compensation matters outside the ordinary course of business;

(h) reviewing the Company's practices and policies of employee compensation as they relate to risk management and risk-taking incentives, to determine whether such compensation policies and practices are reasonably likely to have a material adverse effect on the Company and overseeing the development of incentives that encourage a level of risk-taking consistent with the Company's overall strategy;

(i) reviewing and considering the results of any advisory vote on executive compensation;

(j) preparing an annual report on executive compensation, including a Compensation Discussion and Analysis, for inclusion in the Company's proxy statement for the annual meeting of stockholders, in accordance with applicable rules and regulations of the SEC;

(k) considering and, if appropriate, establishing and monitoring a policy designed to require executive officers and directors to acquire and hold an equity interest in the Company; and

(l) evaluating the efficacy of the Company's compensation policy and strategy in achieving expected benefits to the Company and otherwise furthering the Committee's policy.

**2. Compensation of Chief Executive Officer and Other Officers.** The Committee shall annually review and approve, or recommend to the Board for approval, the goals and objectives to be considered in determining the compensation of the Chief Executive Officer and the executive officers and other senior management (collectively with the Chief Executive

Officer, the “*Executive Officers*”), and evaluate their performance in light of these goals and objectives.

Based on this evaluation, including an evaluation of the Company’s performance, the Committee will have the direct authority to make decisions for the Chief Executive Officer and other Executive Officers respecting: (i) base salary, (ii) the grant of cash-based incentive compensation and equity-based compensation (including the modification of any such cash-based incentives or equity grants), (iii) the entering into or amendment or extension of any offer letter, employment contract or similar arrangement, (iv) the entering into or amendment or extension of severance or change in control arrangements, and (v) any other compensation matters. The Committee may also make similar compensation related decisions with respect to other service providers of the Company if Board or Committee approval is required or desirable as determined by legal counsel.

The Committee also may take account of the recommendations of the Chief Executive Officer with respect to other Executive Officers for each of the foregoing items. The Committee will also hold deliberations regarding the Chief Executive Officer’s compensation without the Chief Executive Officer present (in addition to any discussion that the Committee may have with the Chief Executive Officer). The Chief Executive Officer may not be present during voting regarding the Chief Executive Officer’s compensation. In determining the long-term incentive component of Chief Executive Officer and Executive Officer compensation, the Committee may consider multiple factors, including the Company’s performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer and Executive Officers in past years.

**3. *Compensation of Directors.*** The Committee shall review, and recommend to the Board, the type and amount of compensation to be paid or awarded to non-employee Board members, including consulting, retainer, meeting, committee and committee chair fees, as well as any equity awards.

**4. *Selection of Compensation Consultants, Legal Counsel and Other Advisers.*** The Committee shall have the authority, in its sole discretion, to retain (or obtain the advice of) any, compensation consultant, legal counsel or other advisers (referred to collectively as “advisers”) to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the adviser’s independence from management, including, in particular, those specified in Section 303A.05(c) of the NYSE Listed Company Manual or any successor provision. However, nothing in this provision requires that any advisers be independent. The Committee need not conduct this independence assessment with respect to (a) in-house legal counsel; or (b) any adviser whose role is limited to (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 adviser and about which the adviser does not provide advice. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any advisers engaged for the purpose of advising the Committee, and such advisers shall report directly, and be accountable, to the Committee. The Committee shall have sole authority to approve the reasonable fees and the other terms and conditions of such engagement, including authority to terminate the engagement. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such adviser retained by the Committee. Nothing in this provision requires the Committee to

implement or act consistently with the advice or recommendations of any adviser or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

**5. Administration of Benefit Plans.** The Committee shall recommend to the Board the adoption, amendment and termination of the Company's stock option plans, stock appreciation rights plans, pension and profit sharing plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and similar programs. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards and exercise such other power and authority as may be permitted or required under such plans.

**6. Compensation Discussion and Analysis.** The Committee shall review and discuss with management the CD&A and recommend to the Board whether the CD&A should be approved for inclusion in the Company's annual reports on Form 10-K, proxy statements or information statements.

**7. Compensation Proposals.** Provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting, including the frequency of advisory votes on executive compensation.

**8. Committee Report.** The Committee shall prepare and review the Committee report on executive compensation to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

**9. Conflict-of-Interest Disclosure.** The Committee shall review and discuss with management, if appropriate, any conflicts of interest raised by the work of any compensation consultant, that had any role in determining or recommending the amount or form of executive or director compensation (except as set forth in clause (a) and (b) of Section 4 above), or who was retained by the Committee or management, and how such conflict is being addressed for disclosure in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

**10. Committee Self-Assessment and Charter Review.** The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also review and assess the adequacy of this charter periodically, and shall recommend any proposed changes to the Board for its consideration.

**11. Website Posting.** The Committee shall cause this charter to be posted on the Company's website.

## **MEETINGS**

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or any consultant or advisor to the Committee. The Committee shall meet at least annually with the Company's Chief Executive Officer and such other senior executives of the Company as the Committee deems appropriate; *provided, however*, that the Chief Executive Officer may not be present during deliberations or voting regarding his or her compensation. The Committee shall meet periodically in executive session without the presence of management

A majority of the members shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the members present (in person or by telephone conference call) shall represent the valid action of the Committee. The Committee may also take action by unanimous written consent without a meeting.

#### **MINUTES AND REPORTS**

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Chairperson shall report to the Board from time to time or whenever requested to do so by the Board.