

## **LITTELFUSE, INC.**

### **COMPENSATION COMMITTEE CHARTER**

#### **PURPOSE**

The Compensation Committee of the Board of Directors of the Company reviews the Company's compensation practices and policies, reviews and recommends to the Board of Directors for its consideration and determination the compensation for the Chief Executive Officer and the other executive officers, reviews and approves corporate goals and objectives relevant to compensation, annually evaluates Chief Executive Officer performance, and annually reviews and reports on the Company's compensation discussion and analysis and recommends its inclusion in the Company's proxy statement and Annual Report on Form 10-K.

#### **MEMBERSHIP**

The Compensation Committee shall consist of at least two members of the Board of Directors appointed from time to time by the Board of Directors. The Board of Directors may designate one of such members as the Chairman of the Committee. Each member of the Committee (i) shall be "independent," as such term is defined under the applicable federal securities laws, rules and regulations and the rules and regulations of any national securities exchange upon which the Company's common stock is listed, (ii) shall be a "Non-Employee-Director" as defined in Rule 16b-3 under the Securities Exchange Act of 1934, and (iii) shall satisfy the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

In addition to the above, any of the following persons shall not be eligible for membership on the Compensation Committee:

- a director who, directly or indirectly, receives any consulting, advisory or other compensatory fee from the Company or any subsidiary of the Company, other than (i) fees received as a member of the Compensation Committee, the Board or any other Board committee; or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service); or
- a director who is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company, unless the Board determines that such affiliation would not impair the director's judgment as a member of the Compensation Committee.

## **RESPONSIBILITIES**

The responsibilities of the Compensation Committee include the following:

### **COMPENSATION PRACTICES AND POLICIES**

- Review compensation practices and policies of the Company to ensure they provide appropriate motivation for corporate performance and increased stockholder value and otherwise comply with the federal securities laws, rules and regulations and the rules and regulations of any national securities exchange upon which the Company's common stock is listed.
- Oversee the administration of the Company's equity-based, incentive, deferred and other compensation programs, and determine the employees and directors who will receive awards and the size of those awards under such programs.
- Recommend to the Board for its consideration and determination the adoption, amendment or termination of equity-based, incentive, deferred and other compensation programs for employees and directors of the Company.
- Review the Company's compensation discussion and analysis, discuss with management, and prepare a report as to whether to recommend the inclusion in the Company's proxy statement and Annual Report on Form 10-K.
- Oversee the (i) submission to stockholders of executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, (ii) engagement with proxy advisory firms and other stockholder groups on executive compensation matters, and (iii) review of the results of such advisory votes from stockholders and consider any implications to the Company's compensation program.
- Review and evaluate the Company's compensation philosophy and through an annual compensation risk assessment provide input to management on whether compensation arrangements incentivize unnecessary and excessive risk taking.
- Oversee the stock ownership guidelines applicable to Company executives.

### **EXECUTIVE OFFICER COMPENSATION**

- Periodically review the executive compensation practices of comparable companies.
- Annually review and recommend to the Board for its consideration and determination (i) the annual base salary, (ii) annual incentive plan compensation, (iii) awards under the Company's equity-based compensation programs, and (iv) other forms of compensation, for the executive officers of the Company.

- Recommend to the Board for its consideration and determination any employment agreements, severance arrangements, change-in-control arrangements and any special or supplemental benefits for the executive officers of the Company.
- Establish and certify the satisfaction of performance goals for performance-based compensation as required under Section 162(m) of the Internal Revenue Code.
- Review stockholder proposals relating to executive compensation matters and recommend to the Board the Company's response to such proposals.

#### CHIEF EXECUTIVE OFFICER COMPENSATION

- Periodically review the Chief Executive Officer compensation practices of comparable companies.
- Review and recommend to the Board for its consideration and determination the annual corporate and individual goals and objectives for the Chief Executive Officer.
- Review the Chief Executive Officer's performance against such goals and objectives with the independent directors and communicate the Board's evaluation to the Chief Executive Officer.
- Annually review and recommend to the Board for its consideration and determination (i) the annual base salary, (ii) annual incentive plan compensation, (iii) awards under the Company's equity-based compensation programs, and (iv) other forms of compensation, for the Chief Executive Officer.
- Recommend to the Board for its consideration and determination any employment agreement, severance arrangement, change-in-control arrangement and any special or supplemental benefits for the Chief Executive Officer.
- The Chief Executive Officer may not be present during any Compensation Committee deliberations or voting relating to the Chief Executive Officer's compensation.

#### DIRECTOR COMPENSATION

- Periodically review the director compensation practices of comparable companies.
- Annually review and recommend to the Board for its consideration and determination the annual retainer, meeting fees, committee chairman fees, deferred compensation and any other forms of director compensation.
- Determine the awards to be granted to the directors under the equity-based compensation plans of the Company.

## GENERAL

### MEETINGS

The Compensation Committee shall meet as often as may be deemed necessary or appropriate, generally at least twice annually, and more frequently as circumstances dictate. The Committee may ask members of management, consultants and other advisors to attend meetings and provide pertinent information as necessary or advisable. A majority of the members shall constitute a quorum. A majority of the members present shall decide any matter brought before the Committee.

### RESOURCES AND AUTHORITY OF THE COMPENSATION COMMITTEE

The Compensation Committee will:

- Have sole authority, without full Board action, to retain and terminate compensation consultants, independent legal counsel and other advisors to the Compensation Committee.
- Be directly responsible for the appointment, compensation and oversight of the work of any advisors retained by the Compensation Committee.
- Consider the factors listed in Exchange Act Rule 10C-1(b)(4)(i) – (vi) before selecting, or receiving advice from, a compensation consultant, legal counsel (other than in-house legal counsel) or other advisor, other than any compensation consultant, independent legal counsel or other advisor who: (a) consults 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 (b) provides data that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the compensation consultant, independent legal counsel or other advisor and about which the compensation consultant, independent legal counsel or other advisor does not provide advice.
- Receive appropriate funding (as determined by the Compensation Committee) from the Company for payment of reasonable compensation to any advisors retained by the Compensation Committee.

### REPORTING TO THE BOARD OF DIRECTORS

The Compensation Committee shall report its actions and any recommendations to the Board of Directors on a regular basis.

## SUCCESSION PLANNING

The Committee along with the Lead Director shall annually review the Company's organizational structure, succession plans for executive officers and programs for development of individuals to assume positions of higher responsibility, and periodically report to the Board regarding such matters.

## REVIEW OF CHARTER

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

## REVIEW OF COMMITTEE PERFORMANCE

The Compensation Committee shall annually conduct an evaluation of its performance.

As approved October 27, 2017