

STEEL CONNECT, INC.
ORGANIZATION AND COMPENSATION COMMITTEE CHARTER
Revised as of June 12, 2020

The Organization and Compensation Committee (the “Committee”) of the board of directors (the “Board”) of Steel Connect, Inc. (the “Company”), shall consist of two or more directors appointed by the Board, one of whom may be designated by the Board as Committee Chairman and each of whom shall (i) satisfy the applicable director independence requirements of Listing Rule 5605(d) of The Nasdaq Stock Market LLC (“Nasdaq”) and/or any exchange upon which the Company’s securities are listed (subject to the Company’s election to rely on the exemption available to smaller reporting companies under the rules of Nasdaq requiring the members to be independent under Listing Rule 5605(a)(2) only); (ii) be a “Non- Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and (iii) to the extent applicable, be an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code, and all of whom shall serve at the pleasure of the Board for such term or terms as the Board may determine or until earlier resignation, disability or death.

Purpose

The purpose of the Committee is to assist the Board by carrying out the responsibilities and duties delegated by the Board relating to the review and determination of executive compensation as outlined in this charter.

Structure and Operations

The Committee shall have as many meetings per year as the Committee deems necessary or appropriate, at such times and places as shall be determined by the Committee Chairman or a majority of the Committee’s members. Meetings of the Committee may be called by either (i) the Committee Chairman, (ii) the Chairman of the Board or (iii) a majority of the Committee’s members.

Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately with the Chief Executive Officer or equivalent officer (“CEO”) and any other corporate officers, such as the Company’s principal human resources executive, as it deems appropriate. However, the Committee should meet regularly without such officers present and shall deliberate and vote with respect to the compensation of the CEO and other corporate officers without such officers being present.

All non-employee directors who are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, members of management of the Company and such other persons as it deems

appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for adoption of any resolution. The Committee Chairman will chair all regular sessions of the Committee and is responsible to set the agendas for Committee meetings. In the absence of the Committee Chairman, the Committee shall select another member to preside. The Committee may create one or more subcommittees, and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittee.

Duties and Responsibilities

- 1) The Committee shall have the following duties and responsibilities:
 - a) In consultation with the CEO: (i) review the Company's general compensation philosophy for executive officers; (ii) oversee the development and implementation of compensation programs for executive officers; (iii) review and approve, or recommend to the Board for approval, corporate goals and objectives relevant to the compensation, including cash and equity-based incentive compensation, of executive officers other than the CEO; and (iv) evaluate the performance of these executive officers in light of those goals and objectives and determine and approve, or recommend to the Board for approval, such executive officers' incentive compensation level based on this evaluation, as well as other aspects of compensation, including salary and other benefits;
 - b) Review and approve, or recommend to the Board for approval, corporate goals and objectives relevant to the compensation of the CEO from the Company, evaluate the performance of the CEO in light of those goals and objectives and determine and approve, or recommend to the Board for approval, the compensation level of the CEO based on this evaluation, as well as other aspects of compensation, including salary and other benefits;
 - c) Review and approve, or make recommendations to the Board with respect to, incentive compensation plans and equity-based plans and oversee these plans, including regulatory compliance activities with respect to compensation matters;
 - d) Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, reviewing and discussing at least annually the relationship between the Company's risk management policies and practices and compensation, and evaluating compensation policies and practices that could mitigate any such risk;
 - e) Discuss the results of the stock advisory vote on "say-on-pay," if any, with regard to the named executive officers;

- f) Annually review and approve the “Compensation Discussion and Analysis” and related executive compensation information, to be included in the Company’s annual report on Form 10-K or annual proxy statement, to the extent deemed appropriate or required by the rules of the Securities and Exchange Commission (“SEC”), and provide a Compensation Committee Report to be included in the Company’s annual report on Form 10-K or annual proxy statement, to the extent required by the SEC rules;
 - g) Review and approve, and make recommendations to the Board regarding, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers;
 - h) Annually review, and recommend to the Board for its approval, the form and amount of cash and equity compensation, including but not limited to Board and committee retainers, meeting fees, equity-based compensation and such other forms of compensation as the Committee may consider appropriate, to be paid or awarded to the Company’s non-employee directors; and
 - i) Oversee the Company’s compliance with regulatory requirements and regulatory developments affecting compensation, including those of the SEC and any exchange on which the Company’s securities are listed, associated with compensation of its officers and employees.
- 2) The Committee shall report to the Board regularly on all matters for which the Committee has responsibility.
 - 3) The Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board for approval such changes as the Committee believes are appropriate.
 - 4) The Committee shall perform such other assignments and functions as may be requested from time to time by the Board, and the Committee shall have and exercise the duties, powers and authorities granted to it from time to time by the Board, including any duties, powers and authorities vested in the Committee pursuant to any incentive award, deferred compensation, stock option, or other compensation, savings or retirement plan of the Company which the Committee has been designated to administer.
 - 5) The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to any officer or employee of the Company or its subsidiaries who is not an “officer” as defined in Rule 16a-1(f) under the Exchange Act, under the Company’s incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the plan and the laws of the state of the Company’s jurisdiction.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, 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.

Subject to the Company's election to rely on the exemption available to smaller reporting companies under the rules of Nasdaq, the Committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel or other advisors that will provide advice to the Committee as may be required by the rules of Nasdaq from time to time. It is expected that the Committee shall evaluate, with respect to each fiscal year where a compensation consultant advises the Committee on the amount or form of executive and/or director compensation, whether the work provided by the consultant raised any conflict of interest. Finally, it is expected that the Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Delegation of Duties

The Committee shall be entitled to delegate any or all of its duties or responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, and applicable law and rules of markets in which the Company's securities then trade.