

BENCHMARK ELECTRONICS, INC.

Charter of the Compensation Committee of the Board of Directors (As amended December 2, 2019)

Mission Statement

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Benchmark Electronics, Inc. (the “*Company*”) is to (i) oversee the Company’s management compensation philosophy and practices, (ii) oversee the administration of the compensation and benefit plans (in particular the incentive compensation and equity-based plans) of the Company (and, to the extent appropriate, the subsidiaries of the Company), (iii) discharge the Board’s responsibilities relating to the compensation of the Company’s executives, (iv) review and make recommendations on director compensation and (v) prepare the annual report on executive compensation required by the rules and regulations of the Securities and Exchange Commission (the “*SEC*”) to be included in the Company’s annual proxy statement.

Membership

The Committee shall consist of no fewer than three members, the exact number to be determined from time to time by the Board.

Each member of the Committee shall be a member of the Board and shall satisfy the independence requirements for compensation committees imposed by the listing standards of the New York Stock Exchange (the “*NYSE*”), as in effect from time to time. In determining whether a member of the Committee is “independent”, the Board shall consider such factors as the Board deems relevant, including (i) the member’s current sources of compensation and (ii) whether the member is affiliated with the Company or its affiliates.

The Committee shall consist entirely of independent directors of the Board who also are outside directors for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (“*Section 162(m)*”), and non-employee directors for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and the rules and regulations thereunder in effect from time to time.

Each member of the Committee shall be appointed by a majority vote of the Board from among its members based on the recommendation of the Nominating/Governance Committee and shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation or removal by a majority vote of the Board.

Authority and Responsibilities

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee):

1. The Committee shall establish, and periodically review, a general compensation philosophy for the Company.
2. The Committee shall review and approve the Company's corporate strategic and financial goals, objectives and programs relevant to the compensation of executive officers and key management employees, including Group Presidents.
3. The Committee shall review the Company's executive compensation practices, plans and programs in light of the results of prior shareholder "say on pay" votes.

Compensation Plans

4. The Committee shall oversee the implementation and administration of the compensation plans of the Company (and, to the extent appropriate, the other subsidiaries of the Company) under which executive officers and directors are compensated (including any pension, welfare, incentive, equity-based and deferred compensation plans) to ensure that these plans are consistent with the Company's general compensation philosophy.
5. The Committee shall review and make recommendations to the Board with respect to the adoption (or submission to shareholders for approval) or amendment of incentive compensation and equity-based plans for the Company (and, to the extent appropriate, the subsidiaries of the Company), including restricted stock, phantom stock, stock option, stock appreciation rights, and deferred compensation plans.
6. The Committee shall approve all incentive awards and opportunities, including cash-based awards and awards of shares or share options pursuant to the Company's (and, to the extent appropriate, the Company's subsidiaries') equity-based plans. The Committee shall designate the Company's Chief Financial Officer, CHRO, and General Counsel to monitor compliance with the Company's compensation plans and any limitations set forth therein, including shares and cash available for awards.

Executive Compensation

7. The Committee shall at least annually, for the Company's Chief Executive Officer (the "CEO"), (a) review and approve the corporate goals and objectives relevant to his or her compensation, (b) evaluate his or her performance in light of goals and objectives currently in effect and (c) determine and approve his or her compensation level based on this evaluation. The Committee shall thereafter present to the Board, for ratification by independent directors, the Committee's determinations with respect to the CEO's performance and compensation. In setting compensation, the Committee shall consider all factors it deems relevant, including the Company's performance and relative shareholder return, the value of similar incentive awards to those with similar responsibilities at comparable companies and the awards given by the Company in prior years.

8. The Committee shall at least annually, for all officers subject to Section 16 of the Exchange Act other than the CEO, determine such officers' compensation. In setting compensation, the Committee shall consider all factors it deems relevant, including the Company's performance and relative shareholder return, the CEO's evaluation of the officers' performance in light of goals established by the Company's management, the value of similar incentive awards to those with similar responsibilities at comparable companies and the awards given by the Company in prior years.
9. The Committee shall approve any employment agreements, consulting arrangements, severance or retirement arrangements and/or change-in-control agreements or provisions covering any current or former executive officer or Group President of the Company.
10. The Committee shall review and approve the Company's policies and procedures with respect to officers' expense accounts and perquisites.
11. The Committee shall review and, based on such review, determine whether or not to recommend to the Board of Directors for approval (a) the Company's compensation-related disclosures to be included in its annual proxy statement (including those that will be subject to an advisory "Say on Pay" vote of the shareholders) and (b) shareholder proposals relating to executive compensation matters. The Committee shall prepare the "Compensation Committee Report" required by Item 407(e)(5) of Regulation S-K under the Exchange Act. The Committee shall oversee the Company's compliance with the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans.

Director Compensation

12. The Committee shall at least annually review and recommend to the Board the form and amount of director compensation (including perquisites and other benefits), and any additional compensation to be paid for service on Board committees or for service as a chairperson of a committee. In making its recommendations, the Committee shall give due consideration to compensation practices for directors of comparable companies and any other factors it deems appropriate consistent with the policies and principles set forth in this Charter and the Company's Corporate Governance Guidelines.
13. The Committee shall review and make recommendations to the Board, as required, regarding director and officer indemnification and insurance matters.

Regulatory Matters

14. The Committee shall approve all awards of equity-based compensation to any officer subject to Section 16 of the Exchange Act.

15. The Committee shall review the relationship between the Company's risk management and compensation policies and practices, evaluate whether the Company's incentive compensation arrangements encourage inappropriate risk-taking and consider compensation policies and practices that could mitigate any such inappropriate risk. This review shall be carried out annually in accordance with applicable SEC rules and regulations.

Performance Evaluation

16. The Committee shall reassess the adequacy of this Charter at least annually in such manner as it deems appropriate, and submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.
17. The Committee's performance shall be evaluated through an annual evaluation process administered by the Nominating/Governance Committee. The results of such evaluation shall be presented to the Board.

Authority of the Committee

18. The Committee shall have the authority to retain or obtain the advice, at the expense of the Company, of any compensation consultant to assist in the performance of the Committee's functions (including the evaluation of officer or director compensation) and shall have the responsibility and authority to approve the consultant's fees and other retention terms. The Committee shall oversee the work of the compensation consultant and shall have the authority to terminate the services of the compensation consultant.
19. The Committee shall have the authority to retain and obtain the advice, at the expense of the Company, of such independent legal, accounting or other advisors as the Committee deems advisable. The Committee shall oversee the work of such legal, accounting and other advisors, and shall have the authority and responsibility to approve their compensation and retention terms (including termination of such services).
20. The Committee shall consider the "independence" of each compensation consultant or legal, accounting or other advisor retained by the Committee, taking into account the independence standards of the NYSE and the following factors: (i) other services provided by the consultant or advisor to the Company, (ii) the amount of fees received by the consultant or advisor, as a percentage of the consultant or advisor's total fees from all services, (iii) the consultant's or advisor's internal policies and procedures for preventing conflicts of interest, (iv) other relationships between the consultant or advisor and a member of the Committee and (v) the amount of Company stock owned by the consultant or advisor.
21. The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.

22. Perform such other oversight functions that from time to time may be assigned to it by the Board of Directors.

Structure and Operations

The Nominating/Governance Committee shall recommend a member of the Committee to be the Committee's chairperson. The Committee shall review the recommendation and accept it, or shall appoint its own chairperson. The Committee shall meet in person or telephonically at least two times a year at such times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. A majority of the Committee shall constitute a quorum, and the majority vote of the directors comprising a quorum shall be the act of the Committee. The chairperson, with input from the other members of the Committee and, where appropriate, management, shall set the agendas for Committee meetings.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate.

The Committee may form and delegate authority to subcommittees. The Committee may also delegate its authority with respect to equity awards to the extent permitted by the Texas Business Organizations Code; provided that the Committee shall approve all awards of equity-based compensation to any officer subject to Section 16 of the Exchange Act.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from time to time specify. Reports to the Board may take the form of oral reports by the chairperson of the Committee or any other member of the Committee designated by the Committee to give such report.

Except as expressly provided in this Charter, the Company's bylaws or the Company's Corporate Governance Guidelines, or as required by law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.