

**MASTERCRAFT BOAT HOLDINGS, INC.  
COMPENSATION COMMITTEE CHARTER**

**Adopted July 16, 2015 (Last revised November 7, 2018)**

**I. Purpose**

The purpose of the Compensation Committee (the “Committee”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors, as well as periodically reviewing the Company’s overall Compensation Strategy and Programs.

**II. Composition**

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (the “Nasdaq”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. Each Committee member should qualify as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”). In the event the Board determines that a director who does not qualify as a “non-employee director” or an “outside director” should nevertheless serve on the Committee, then all compensation that is intended to be exempt from Section 16(b) of the Exchange Act or intended to qualify for the exemption pursuant to Section 162(m) of the Code shall also be approved by a subcommittee made up of members of the Committee who qualify as non-employee directors or outside directors, as applicable.

Committee members must be appointed and may be removed, with or without cause, by the Board on the recommendation of the Nominating and Governance Committee. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

**III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any consultants, legal counsel or other advisers (independent or otherwise) it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultants, legal counsel or other

advisors (independent or otherwise) retained by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In selecting any consultants, legal counsel or other advisors (other than in-house legal counsel) to advise the Committee, the Committee must take into consideration any specific independence factors identified in the Nasdaq listing standards then in effect, provided however that the Company may avail itself of any exemption or phase-in period from such requirement available to it under the rules of the Nasdaq. A compensation consultant retained by the Committee shall not perform other services for the Company unless such services are pre-approved by the Committee and the Committee is updated regularly as to the services being provided by such consultants.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

1. *CEO Compensation.* The Committee will annually review and recommend to the Board for approval the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation in conjunction with a majority of the independent directors on the Board will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Other Executive Officer and Senior Management Compensation.* The Committee will annually review and approve the compensation of (i) the executive officers other than the Chief Executive Officer and (ii) other members of senior management, each after consultation with the Chief Executive Officer.

3. *Director Compensation.* The Committee will annually review and make recommendations to the Board regarding director compensation.

4. *Incentive and Equity Compensation.* The Committee will periodically review the Company's overall Compensation Strategy and Programs and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements.

5. *Executive Employment Agreements.* Review and approve, for the Chief Executive Officer and other executive officers, employment agreements, severance arrangements, change in control arrangements and other similar arrangements

6. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a “Compensation Discussion and Analysis” (“CD&A”) in the Company’s Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company’s CD&A and will consider whether it will recommend to the Board that the Company’s CD&A be included in the appropriate filing.

7. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report.

8. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

9. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

10. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

11. *Review of Compensation and Risk.* The Committee shall, at least annually, review and discuss the Company’s Compensation Policies and Practices as they relate to risk management and risk taking incentives.

12. *Review of Stock Ownership Guidelines* The Committee shall annually review compliance with the Company’s Stock Ownership Guidelines for Executive Management and the Board of Directors.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. Any actions taken pursuant to any such delegation shall be reported to the Committee at its next scheduled meeting.