



HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER OF THE BOARD OF DIRECTORS

I. PURPOSES

The primary purposes of the Human Capital and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Allied Motion Technologies Inc. (the “Company”) are to have direct responsibility to (i) oversee the Company’s strategies, policies and practices related to the attraction, development, retention, reward, and recognition of its employees and its workforce culture; (ii) provide oversight and support with respect to the Company’s strategies, efforts and initiatives relating to diversity, equity and inclusion; (iii) exercise oversight with respect to the Company’s philosophy, policies and practices regarding annual and incentive compensation plans, equity-based plans and other compensation plans covering executive officers and senior management; (iv) review and recommend to the Board corporate goals and objectives relevant to the compensation of the chief executive officer, and the Chairman of the Board if both positions are held by the same individual (the “CEO”); (v) evaluate the CEO’s performance in light of those goals and objectives; (vi) determine and recommend to the Board the CEO’s compensation based on this evaluation; (vii) determine and recommend to the Board, with input from the CEO, compensation for non-CEO executive officers; (viii) determine and recommend to the Board the adoption of, subject to any shareholder approval requirements, incentive compensation plans, equity-based plans and retirement plans for the CEO and non-CEO executive officers; (ix) produce an annual report on executive officer compensation for inclusion in the Company’s proxy statement; (x) review the Company’s *Compensation Discussion & Analysis* required by rules promulgated by the Securities and Exchange Commission (“SEC”) to be included in the Company’s proxy statement and annual report on Form 10-K; and (xi) monitor management’s human capital, leadership development and succession plans, including succession plans for executive officers.

II. COMPOSITION

Membership. The Committee must consist of at least three directors. Unless a Chair is designated by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Independence. All Committee members must have been determined by the Board to be independent, as defined in the NASDAQ listing standards, as they may be amended from time to time (the “listing standards”). In addition, all Committee members must qualify as “non-employee directors” within the meaning of SEC Rule 16b-3, and as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Appointment. Subject to any requirements of the listing standards, the Board may appoint and remove Committee members in accordance with the Company’s Bylaws. Committee members

will serve for such terms as the Board may fix, and in any case at the Board's will, whether or not a specific term is fixed.

III. MEETINGS

The Committee shall meet at least four times each fiscal year and at such other times as it deems necessary to fulfill its responsibilities. Meetings of the Committee may be called by the Chair of the Committee or any other two or more members of the Committee and notice of such meeting shall be given in accordance with the Company's Bylaws. A majority of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting (in person, by telephonic or video conference or by other electronic means), at which a quorum is present, shall be the act of the Committee. The Committee may also act by unanimous consent of all members of the Committee in accordance with the provisions of the Company's Bylaws and the Colorado Business Corporation Act.

The Committee may delegate authority to act upon specific matters within determined parameters to a subcommittee consisting of one or more members, consistent with applicable law. Any such subcommittee shall report any action to the full Committee at its next meeting.

The Committee shall keep a record of its actions and proceedings and regularly report to the Board. The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter.

IV. PRINCIPLES

The Committee shall apply the following principles in the performance of its duties: (i) encourage management to foster a culture and design strategies, policies and practices that (A) recognize the value and importance of the Company's employees to the success of the Company, (B) are consistent with the Committee's belief that the Company's business success will be enhanced through increased diversity of the Company's employees; (ii) encourage the Company to set a tone and establish strategies, policies and practices that recognize that employees come from differing backgrounds and with different characteristics and that every employee should be afforded the opportunity to do their best work in an environment that is free of discrimination, prejudice or retribution; (iii) compensate competitively in order to attract, retain and motivate a highly competent executive team dedicated to achieving the Company's mission and strategic plans, which are designed to result in long-term growth in shareholder value; (iv) tie individual compensation to individual performance and the success of the Company; and (v) align executive officers' and selected eligible employees' interests with those of the Company and its shareholders by providing long-term compensation opportunities.

V. POWERS, DUTIES AND RESPONSIBILITIES

Human Capital Management. The Committee will review and discuss with management the Company's human capital management strategies, policies and programs, including initiatives to enhance the engagement, diversity, skills, bench strength, and recognition of the Company's human capital in a manner that drives improved Company performance by employees who are

valued and appreciated and take pride in being contributing members of the One Allied vision of success; and oversee the Company's disclosure regarding human capital resources.

Diversity, Equity and Inclusion. The Committee will monitor and receive a report from management on no less than a semi-annual basis of the progress of the Company's strategies, efforts and initiatives to promote diversity, equity and inclusion and an environment that is free of discrimination, prejudice and retribution at the Company. The Committee will make requests to management regarding the information it believes should be contained in the report.

Succession planning and talent development. The Committee will meet quarterly to review and assist the Board in developing succession plans for the CEO, other executive officers and other appropriate key management personnel. To prepare for that review, the Committee shall periodically monitor management's plans and programs for the hiring, training, development, and retention of individuals who possess the skills, talents and motivation to assume leadership roles in the Company.

Corporate goals and objectives. The Committee will meet at least annually to review and recommend to the Board corporate goals and objectives relevant to the compensation of the CEO.

Determination of executive officer compensation. The Committee will:

- evaluate at least annually the performance of the Company's executive officers in light of the corporate goals and objectives. For purposes of this Charter, "executive officers" means the individuals classified by the Company as officers for purposes of SEC rules under Section 16 of the Securities Exchange Act of 1934;
- at least annually review and recommend to the Board the compensation of the Company's CEO and other executive officers, including individual elements of salary, bonus, supplemental retirement, incentive and equity compensation, in light of the corporate goals and objectives and the performance evaluations;
- review, as the Committee considers appropriate in setting executive officer compensation, Company performance and relative shareholder return, economic value added ("EVA") over various periods, compensation at comparable companies, past years' compensation to the Company's executive officers, and other relevant factors; and
- review and recommend to the Board all executive officers' employment agreements, separation and severance agreements, retirement plans or arrangements and other compensatory contracts, arrangements, prerequisites and payments.

In any deliberations or voting to determine the compensation of the CEO, the CEO must not be present; however, in any deliberations or voting to determine the compensation of other executive officers, the Committee may elect to invite the CEO to be present but not vote.

Non-employee director compensation. The Committee will evaluate and recommend to the Board compensation programs for non-employee directors, the Lead Director, committee

chairpersons, and committee members, consistent with any applicable requirements of the listing standards for independent directors and including consideration of cash and equity components of this compensation. Any employee of the Company who is also a member of the Company's Board of Directors shall not receive any compensation for service as a director; however, they will be reimbursed for any reasonable expenses incurred in their role as a director.

Evaluate and recommend stock and incentive plans. The Committee will periodically review and make recommendations to the Board concerning the adoption of or modifications to the Company's stock and incentive compensation plans. The Committee must approve all equity arrangements and plans, and amendments to these arrangements or plans, that may be exempt from the general requirement of the listing standards to obtain shareholder approval of equity arrangements, plans and amendments, or for which approval by the Committee is otherwise appropriate or required under applicable laws or listing standards.

Equity plan awards. The Committee may, subject to the requirements and restrictions set forth below, grant stock options, restricted stock and other discretionary awards under the Company's stock option, restricted stock and other equity incentive plans, and otherwise exercise the authority of the Board with respect to oversight and administration of the Company's stock-based and other incentive compensation plans. The Committee may delegate to one or more officers designated by the Committee the authority to make grants of options and restricted stock to eligible individuals other than directors and executive officers, provided that the Committee shall have: (i) fixed the exercise price or a formula for determining the exercise price for each grant; (ii) approved the vesting schedule; (iii) authorized any alternative provisions as are necessary or desirable to facilitate legal compliance or to ensure the effectiveness or tax-qualified status of the award under the laws of countries outside the US when grants are made to non-US employees; (iv) approved the form of documentation evidencing each grant; and (v) determined the number of shares or the basis for determining such number of shares by position, compensation level or category of personnel. Any officer to whom such authority is delegated must regularly report to the Committee the grants so made.

Committee report in proxy statement. The Committee will timely prepare and approve a Committee report on executive compensation for inclusion in the Company's proxy statement and Form 10-K as required by the SEC.

Compensation Discussion & Analysis ("CD&A"). The Committee will review and discuss with the Company's management the Company's CD&A prepared in accordance with SEC regulations and determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement and Form 10-K.

Risk oversight. The Committee will meet at least annually to review compensation arrangements to confirm that compensation, especially incentive pay arrangements, do not encourage or create opportunities for unnecessary risk-taking, and report the results thereof to the full Board.

Stock Ownership Guidelines. The Committee will periodically review and recommend to the Board stock ownership guidelines for the CEO, other executive officers and Non-Employee Directors and monitor compliance with such guidelines.

Shareholder Engagement. The Committee will oversee engagement with stockholders and proxy advisory firms on executive compensation matters.

Annual performance review. The Committee will evaluate its own performance as a committee on an annual basis and report the results thereof to the full Board.

Annual review of this Charter. The Committee will review and assess the adequacy of this Charter annually and recommend any proposed changes to the Governance and Nominating Committee and the Board for approval.

Other functions. The Committee may perform any other activities consistent with this Charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate. The Committee will report to the full Board the major items covered at each meeting thereof.

VI. MISCELLANEOUS

Committee access and information. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee. The Committee is authorized to obtain at the Company's expense compensation surveys, reports on the design and implementation of compensation programs for the Company's directors, officers and employees, and other data and documentation as the Committee considers appropriate.

Committee advisers and funding. The Committee will have sole authority to retain at the Company's expense and terminate any compensation consulting firm, independent counsel or other advisers to the Committee and to approve the related fees and other retention terms. The Committee will have sole authority to approve the engagement of any such consultant or its affiliates for additional services to the Company, including the purchase of any products from such consultant or its affiliates.

Compensation adviser independence evaluation. The Committee may select a compensation consultant, legal counsel or other adviser only after taking into consideration the following six factors, as well as any other factors required by applicable exchanges and/or the Securities Exchange Act and corresponding rules that may be amended from time to time: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the

compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

Reliance on others. Nothing in this Charter is intended to preclude or impair the protection provided in Section 7-108-401(2) of the Colorado Business Corporation Act for good faith reliance by members of the committee on reports or other information provided by others. In that regard, each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Company that provide information to the Committee, and the accuracy and completeness of the information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board).