

SECUREWORKS CORP.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Membership

The Compensation Committee (the “Committee”) of the board of directors (the “Board”) of SecureWorks Corp. (the “Company”) shall consist of a minimum of two directors. Each member of the Committee shall be independent in accordance with (a) the Company’s Corporate Governance Principles, which incorporate the director independence standards of the Listing Rules of The Nasdaq Stock Market LLC (the “Nasdaq Listing Rules”), and (b) the additional standards applicable to the independence of compensation committee members set forth in the Nasdaq Listing Rules, as determined by the Board.

To the extent practicable, at least two members of the Committee shall qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and, to the extent the Board deems appropriate, as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Committee shall be appointed by the Board based on recommendations of the Nominating and Governance Committee of the Board and shall serve for such term or terms as the Board may determine.

Purpose

The Board has established the Committee for the following purposes:

To evaluate the performance of, review and recommend to the Board the compensation (including any employment contract and severance arrangements) to be provided to, and review and recommend to the Board a succession plan for, the Chief Executive Officer (“CEO”).

To review and (except in the case of the CEO) approve, on behalf of the Board, all compensation (including employment contracts and severance arrangements) to be provided to each executive officer and non-employee director, including any perquisites and equity compensation, and to review and, as appropriate, approve salary, bonus and equity compensation guidelines for all other employees of the Company and its subsidiaries.

To review and (except in the case of the CEO) approve the Company’s management succession plan and leadership development strategies.

Responsibilities

The Committee shall have the following authority and responsibilities:

1. To review with Company management and (except in the case of the CEO) approve the compensation policy for the Company's executive officers and such other managers as may be directed by the Board, with approval of the compensation policy for the CEO (including any employment contract and any severance arrangement) specifically reserved for action by the full Board. The CEO may not be present during voting or deliberations on the CEO's compensation.
2. To review with Company management and (except in the case of the CEO) approve all forms of compensation (including all "plan" compensation, as such term is defined in Item 402(a)(7) of Regulation S-K promulgated by the Securities and Exchange Commission (the "SEC"), and all non-plan compensation and perquisites) to be provided to each executive officer and non-employee director, with approval of the CEO's compensation specifically reserved for action by the full Board.
3. To review with Company management and approve recommendations with respect to aggregate salary, bonus budget and other compensation guidelines for all other employees.
4. To act as administrator of the Company's stock-based and other compensation plans (including any tax-qualified, non-discriminatory employee benefit plans and parallel nonqualified plans) and, in connection therewith, to grant stock-based and cash awards to each executive officer and non-employee director, review and, as appropriate, approve aggregate stock-based and cash awards for other eligible individuals, determine the terms and conditions of such awards, and, subject to any required stockholder approval, approve, amend, interpret, ratify or terminate any such plans and awards made thereunder and changes in the number of shares of Class A common stock reserved for issuance thereunder or, to the extent required by law or otherwise, make recommendations to the Board with respect thereto.
5. To review and discuss with Company management any Compensation Discussion and Analysis disclosure required to be included in the proxy statement for the annual meeting of stockholders or Annual Report on Form 10-K to be filed with the SEC and, based on such review and discussion, determine whether to recommend to the Board that the Compensation Discussion and Analysis disclosure be included in such annual proxy statement or Annual Report on Form 10-K.

6. To prepare any Committee report required by SEC rules to be included in the proxy statement for the annual meeting of stockholders or Annual Report on Form 10-K.
7. To review and recommend to the Board for approval the frequency with which the Company will conduct any say-on-pay votes required by Section 14A of the Exchange Act, taking into account the results of the most recent stockholder advisory vote on the frequency of say-on-pay votes, and review and approve proposals regarding the say-on-pay vote and the frequency of the say-on-pay vote to be included in the Company's proxy statement for the annual meeting of stockholders.
8. To (a) review and (except in the case of the CEO) approve the Company's management succession plan and (b) discuss with the full Board the succession plan and the Company's leadership development strategies and executive retention and diversity strategies, in each case at least annually.
9. To evaluate and discuss with the full Board the performance of the CEO (and such other officers as the Committee deems appropriate) in light of the Company's current business environment and strategic objectives.
10. To evaluate the need for, and provisions of, employment contracts or severance arrangements for the Company's executive officers (other than the CEO).
11. To monitor summary data concerning employees of the Company and its subsidiaries (including, without limitation, total compensation costs, compensation benchmark data, employee diversity and turnover levels) and to oversee the Company's policies and practices with respect to human capital management and diversity, equity and inclusion.
12. To review the Company's compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
13. To review director compensation for service on the Board and Board committees at least once each year and to recommend any changes thereto to the Board.
14. To administer any compensation clawback policy as required by any applicable law, rule or regulation.

In addition to the foregoing responsibilities, the Committee shall undertake such other duties as the Board may delegate to it from time to time.

Any action duly and validly taken by the Committee pursuant to the power and authority conferred on the Committee under this Charter shall constitute for all purposes an action duly and validly taken by the Board and may be so certified by the Secretary or other authorized officer of the Company.

Meetings and Reports

The Board shall designate a member of the Committee to act as the Committee's chairperson. The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee shall be governed by the same procedures regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

Advisers

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of compensation consultants, outside legal counsel and such other advisers as it deems necessary or appropriate to fulfill its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultants, outside legal counsel and other advisers. 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 such compensation consultants, outside legal counsel and other advisers. The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other adviser to the 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.

Except as otherwise provided in the Nasdaq Listing Rules, before selecting, or receiving advice from, compensation consultants, outside legal counsel and other advisers (other than the Company's in-house counsel), the Committee shall consider the enumerated independence factors identified in the Nasdaq Listing Rules as they relate to the independence of any such adviser.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest referred to in Item 407(e)(3)(iv) of Regulation S-K promulgated by the SEC.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees, consisting of one or more members of the Committee, as the Committee may deem appropriate.

Annual Evaluation

The Committee shall assess annually the adequacy of this Charter and conduct an annual evaluation of the performance of its duties under this Charter and shall recommend annually to the Board for approval any proposed changes to this Charter and the Committee.

Adopted by the Board of Directors as of December 2021