

**RBC Bearings Incorporated**  
**COMPENSATION COMMITTEE CHARTER**

**Mandate**

The Compensation Committee (the “Committee”) assists the Board of Directors (the “Board”) of RBC Bearings Incorporated (the “Company”) in its oversight of compensation for the Company’s senior management, compensation for the Board, evaluation and succession planning for the Chief Executive Officer (the “CEO”) and related matters. The Committee’s mandate includes the following:

- (i) developing and approving the Company’s executive compensation philosophy;
- (ii) reviewing and approving goals and objectives relevant to the CEO’s compensation, evaluating the CEO’s performance in light of these goals and objectives, and determining the CEO’s compensation based upon this evaluation;
- (iii) reviewing and approving the compensation structure and compensation for the other executive officers and reviewing the CEO’s recommendations with respect to executive officer compensation;
- (iv) reviewing and approving incentive compensation plans and making recommendations to the Board with respect to the adoption, modification or termination of any equity-based plans;
- (v) making recommendations to the Board with respect to director compensation;
- (vi) overseeing CEO and executive succession planning and development;
- (vii) producing the compensation committee report on executive officer compensation required to be included in the Company’s proxy statement or annual report on Form 10-K; and
- (viii) fulfilling any other responsibilities set forth in this Compensation Committee Charter (this “Charter”) and any additional duties that may be assigned to the Committee by the Board from time to time.

**Organization and Operations**

***Committee Members***

Each member of the Committee shall be independent in accordance with the requirements of Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules of the New York Stock Exchange (“NYSE”). At least two members of the Committee shall qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act.

The members and chair of the Committee (the “Chair”) shall be appointed by the Board on an annual basis for a term of one year, or for such other term or terms as the Board may determine or until their earlier resignation or death, and may be re-appointed or removed with or without cause at the Board’s discretion at any time. All Committee members shall be familiar with executive compensation issues and best practices and will undertake to keep current on developments in this field while serving on the Committee.

### ***Committee Meetings***

The Chair shall be responsible for calling meetings of the Committee, developing the meeting agenda, providing pre-reading materials to Committee members relative to agenda items, if applicable, and chairing the meetings.

Committee meetings may be in person or by conference call. A majority of the Committee members must be in attendance to constitute a quorum. The Committee may also act by unanimous written consent. The Committee shall keep minutes of its proceedings and make regular reports to the Board on the Committee's activities. The Committee may invite any members of the Company’s management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such individuals present, and in all cases the CEO and any other officers shall not be present at meetings during the time when their own compensation or performance is discussed or determined.

### ***Professional Advisors***

The Committee shall have sole authority to retain and terminate any executive compensation consultants engaged to provide advice to the Committee in discharging its responsibilities, including the sole authority to approve such consultants’ fees and other retention terms. The Committee shall also have the authority to retain other professional advisors, including outside legal counsel, when necessary or appropriate to fulfill its duties and responsibilities. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any executive compensation consultant or other professional advisor, including outside legal counsel, 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. The Company shall provide appropriate funding to cover the professional fees of any such advisors that have been approved by the Committee, and to cover the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

The Committee shall maintain oversight over the work of any independent consultants and advisors retained by the Committee, but may consult with Company management on compensation issues and may delegate to management, where appropriate, the duty to work with and/or supervise the day-to-day activities of such independent consultants and advisors. In retaining or seeking advice from executive compensation consultants, outside counsel and other advisors, the Committee must take into consideration the factors specified in the rules of the NYSE. The Committee may retain, or receive advice from, any executive compensation consultant they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to

assess the independence of the Company's in-house counsel or any compensation consultant, legal counsel or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest.

## **Duties and Responsibilities**

### ***Executive Compensation Philosophy and Programs***

In consultation with the Board, the CEO and senior management, the Committee shall develop and approve the Company's executive compensation philosophy, including the balance between or mix of base salaries, cash and equity-based incentive compensation and other compensation components for the CEO, other executive officers and the Board. In so doing, the Committee shall establish and regularly review and update:

- (i) an appropriate peer group of companies for the purposes of comparing compensation levels and practices; and
- (ii) key measures that the Committee will use in assessing performance for the purposes of incentive compensation awards to the CEO and other members of the senior management team.

### ***Evaluation and Compensation of the CEO***

The Committee shall review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO's performance in light of those goals and objectives, and establish the CEO's compensation level based on this evaluation. In evaluating the long-term incentive component of CEO compensation, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies, and the awards given to the Company's CEO in past years. In evaluating and making decisions regarding CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say-on-Pay Vote") required by Section 14A of the Exchange Act.

### ***Compensation of Other Executive Officers***

The Committee shall review and approve the compensation and compensation structure of all other executive officers, which shall include approving the corporate goals and objectives relating to the compensation of the other executive officers and reviewing the CEO's evaluation of the performance of the other executive officers in light of these goals and objectives. In evaluating executive compensation, the Committee shall consider the results of the most recent Say-on-Pay Vote.

### ***Incentive and Equity-Based Compensation Programs***

The Committee shall approve the Company's cash-based incentive plans for executive officers, including the performance measures to be applied in determining incentive awards. The Committee shall also review and make recommendations with respect to the adoption, modification or termination of any equity-based plans for Company employees for approval by the Board and Company stockholders, unless reserved by the Board through plan provisions or applicable rules and regulations. The Committee shall also review and make recommendations to the Board regarding proposals on any such incentive plans or equity-based plans to be included in the Company's annual proxy statement. The Committee shall have the ability to adopt, amend, terminate and oversee the administration of these plans to ensure consistency with the Committee's compensation philosophy and policies with respect to plan participation. In reviewing, approving or making recommendations to the Board regarding incentive plans and equity-based plans, the Committee shall consider the results of the most recent Say-on-Pay Vote.

### ***Employment/Severance Agreements***

The Committee shall review and make decisions 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, which includes the ability to negotiate, adopt, amend and terminate such agreements, arrangements or plans.

### ***Retirement Programs and Other Benefits***

The Committee shall review and make recommendations to the Board for approval with respect to the types and structures of employee retirement plans for the CEO, other executive officers and other employees. The Committee shall also establish and periodically review Company policies with respect to perquisites and other non-equity benefits for executive officers. In its discretion, the Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any non-equity-based benefit plan or delegate such authority to the extent such delegation is permitted. In regard to employee benefit plans, the Committee's role shall be one of oversight and, except as the Committee otherwise expressly determines or applicable law otherwise expressly requires, the Committee shall not act as a fiduciary with respect to any benefit plans or programs under the Employee Retirement Income Security Act of 1974, as amended, or otherwise.

### ***Other Compensation Programs***

The Committee shall periodically review the operation of the Company's broad-based programs and overall compensation programs for key employees and consider their effectiveness in promoting key Company objectives and stockholder value.

### ***Report on Executive Compensation and Other Regulatory Compliance Matters***

The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, and determine whether or not to recommend the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.

### ***Risk Management***

The Committee shall review the Company's incentive 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.

### ***CEO Succession Planning***

The Committee shall work with the CEO to develop succession plans for the CEO for an emergency situation and over the longer term. The Committee, in conjunction with the CEO, shall update the Board with respect to executive development and succession planning initiatives.

### ***Director Compensation***

The Committee shall review the Company's practices and levels with respect to directors' compensation paid to non-management Board members annually and shall make recommendations to the Board with respect to any changes or modifications to the directors' compensation program.

In making its recommendations, the Committee shall consider director compensation policies and practices at the Company's principal competitors and other comparable companies to ensure that the compensation (both direct and indirect) paid to the Company's directors is reasonable and appropriate.

### ***Say-on-Pay Frequency***

The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act.

### ***Committee Self-Assessment***

The Committee is responsible for developing and conducting an annual self-assessment of its performance of its duties under this Charter. The Committee will work with the

Nomination and Governance Committee to design and coordinate the annual self-assessment in conjunction with the overall Board assessment process. The Committee shall report to the Board on the results of its assessment each year and shall make any appropriate recommendations to further enhance the Committee's performance.

***Other Matters***

The Committee shall also fulfill any other responsibilities that may be assigned to the Committee by the Board from time to time.

**Charter Modifications/Updating**

The Committee shall review this Charter regularly and may recommend to the Board from time to time any proposed changes to this Charter and to any other documents related to the responsibilities of the Committee.

Last Updated February 28, 2023