

ePlus inc.

COMPENSATION COMMITTEE CHARTER

(as Amended by the Board of Directors on November 17, 2023)

This Compensation Committee Charter (the “Charter”) is intended as a component of the flexible framework within which the Board of Directors, assisted by its committees, directs the affairs of ePlus inc. (the “Corporation”).

Purpose

The purpose of the Compensation Committee (the “Committee”) shall be to represent and assist the Board of Directors (the “Board”) in discharging the responsibilities delegated by the Board relating to the review and determination of compensation of the Corporation’s executive officers. For purposes of this Charter, the term “executive officer” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Membership

The Committee shall consist of no fewer than three members, each of whom shall meet the independence requirements of the Securities Exchange Act of 1934, as amended, and the NASDAQ Stock Market applicable to directors and compensation committee members, as determined by the Board. Each member of the Committee must qualify as a “non-employee director” as defined in Rule 16b-3 under the Exchange Act. The members and Chair of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee. The Board may, by majority vote, remove any member from the Committee at any time with or without cause.

Operations

The Committee shall meet at least four times per year. Additional meetings may occur as the Committee or its Chair deems advisable. The Committee will cause to be kept adequate minutes of its proceedings, and shall report regularly to the Board with respect to its activities. The Committee is governed by the same rules 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, as provided in the Corporation’s Bylaws, as amended and restated.

The Committee shall meet periodically in executive session without management present. The Committee shall have the authority to investigate any matter brought to its attention that it determines to be within the scope of its authority with full access to all books, records, facilities and personnel of the Corporation.

Outside Advisors and Subcommittees

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee shall have sole authority to retain and terminate such compensation

consultants, outside counsel, experts or other advisors as it deems appropriate to assist it in carrying out its duties and responsibilities. The Committee shall be directly responsible for overseeing the work of such compensation consultant, legal counsel or other adviser. The Committee shall have sole authority to approve related fees and retention terms. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee, for payment of compensation to the compensation consultant, legal advisors and any advisors retained by the Committee, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee or executive officer to perform certain of its duties on its behalf when appropriate and permitted by applicable law, rule or regulation.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration the factors set forth in Nasdaq Listing Rule 5605(d), except as otherwise provided therein.

Responsibilities

In carrying out the purposes of the Committee set forth above, the Committee's duties and responsibilities shall include the following:

Compensation Matters

1. Establish the Corporation's general compensation philosophy and oversee the development and implementation of executive compensation programs and related policies, including to ensure that it promotes stockholder interests and supports the Corporation's strategic objectives, and that it provides appropriate incentives for management and employees of the Corporation.
2. To annually establish the process for conducting the review of the performance of the Corporation's Chief Executive Officer (the "CEO"), and to review and approve, and recommend to the Board annually to ratify, the corporate goals and objectives applicable to the compensation of the CEO (including salary, bonus and short-term and long-term equity and non-equity incentive compensation), evaluate at least annually the CEO's performance in light of those goals and objectives, and approve and recommend to the Board to ratify], the CEO's compensation level based on this evaluation. The CEO cannot be present during any voting or deliberations by the Committee or the Board on his or her compensation.
3. To review and approve, based on the recommendation of the Corporation's CEO, and recommend to the Board to ratify, the corporate goals and objectives applicable to the compensation of the Corporation's non-CEO executive officers (including salary, bonus and short-term and long-term equity and non-equity incentive compensation), evaluate at least annually the non-CEO executive officers' performance in light of those goals and objectives, and approve and recommend to the Board to ratify, the non-CEO executive officers' compensation level based on this evaluation.
4. To review and approve and, if required by law, recommend to the Board approval of, incentive compensation plans and equity-based plans, and where appropriate or required, recommend such plans for approval by the stockholders of the Corporation, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Corporation's

incentive compensation plans and equity-based plans as provided for in the relevant plan, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.

5. Review and approve, and recommend to the Board for ratification, all employment agreements, severance agreements, retention agreements and change in control agreements, and any other special or supplemental benefits with respect to the CEO and the executive officers.

6. Establish, review and monitor compliance with policies and procedures related to executive perquisites, and review and approve all executive perquisite plans or programs and all material modifications thereto.

7. Reviewing and discussing with the Board at least annually plans for executive officer development and corporate succession plans for the CEO and other executive officers, and recommending any changes to the Board.

8. To review the Corporation's executive officer compensation arrangements to determine whether they encourage unnecessary or excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices relating to executive officer compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

9. Direct responsibility for overseeing the work of any compensation consultant, legal counsel or other adviser retained by the Committee, and periodically evaluating the independence of the compensation consultant or other advisers in accordance with applicable regulations and listing requirements.

10. Review periodically the terms and implementation of any "clawback" or similar policy or agreement that allows the Corporation to cancel or recoup compensation from an employee.

Public Disclosures

11. To review and discuss with management the Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Corporation'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 Corporation's proxy statement or annual report on Form 10-K in compliance with applicable Securities and Exchange Commission rules and regulations.

12. To review and recommend to the Board for approval, on a non-binding advisory basis, the compensation of the Corporation's named executive officers as disclosed in the Corporation's proxy statement (the "Say on Pay Votes") and review the results of any Say on Pay Vote and consider whether to make or recommend the Board make any adjustments to the Corporation's executive compensation policies and practices, and review and approve the proposals regarding the Say on Pay Vote to be included in the Corporation's proxy statement.

13. To review and recommend to the Board for approval the frequency with which the Corporation 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, and review and approve the proposals regarding the frequency of the Say on Pay Vote to be included in the Corporation's proxy statement.

Committee Matters

14. Conduct an annual performance evaluation of the processes, activities and effectiveness of the Committee, reviewing and reassessing the adequacy of this Charter at least annually, and recommending changes as appropriate to the Board.

15. Perform any other activities consistent with this Charter, the Corporation's Certificate of Incorporation, as may be amended and restated, and Bylaws, as may be amended and restated, and applicable laws as the Committee or the Board deems necessary or appropriate.