

# CAVCO INDUSTRIES, INC.

## COMPENSATION COMMITTEE CHARTER

*Effective May 22, 2024*

### **1. Purpose.**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Cavco Industries, Inc. (the “Company”) shall be charged with assisting the Board in (i) assessing whether the various compensation programs of the Company are designed to attract, motivate, and retain the executive officers necessary for the Company to deliver consistently superior results that are performance based, market driven, and stockholder aligned, (ii) overseeing specific incentive compensation plans adopted by the Company, with the approval of the Committee, including stock plans and short term and long term incentive compensation plans for executive officers of the Company, (iii) approving, reviewing, and overseeing the benefit plans of the Company, and (iv) overseeing the performance and compensation of the Chief Executive Officer of the Company (the “CEO”) and the other executive officers of the Company. For the purposes of this charter, “Executive Officers” shall mean the CEO and any other individuals determined by the Board as being an “Executive Officer” as defined by Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Further, the Committee will direct the production of all reports relating to compensation matters that Securities and Exchange Commission (the “SEC”) rules require be included in the Company’s annual meeting proxy statement and Annual Report on Form 10-K (“Annual Report”).

### **2. Membership.**

The Committee shall consist of at least three persons, all of whom are members of the Board. Each member of the Committee shall satisfy the independence requirements set forth in the corporate governance guidelines and other listing standards of The NASDAQ Stock Market, Inc. as in effect from time to time (the “NASDAQ Standards”). In addition, in affirmatively determining the independence of any director who will serve on the Committee, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to:

(a) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director (including fees for board or committee service); and

(b) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

The Board shall elect the members of the Committee at the Board meeting (“Annual Board Meeting”) that is held on approximately the same day as the annual meeting of the stockholders of the Company or at such other time as the Board shall determine, and each Committee member shall serve until the date of the next Annual Board Meeting unless he or she resigns, is removed or replaced by the Board, or otherwise ceases to be a director or member of the Committee prior to such date, in which event the Board shall appoint another director of the Company to fill the resulting vacancy for his or her unexpired term. Further, if for any reason the Board does not elect the members to the Committee at an Annual Board Meeting, the directors who then comprise the Committee will continue to serve as members of the

Committee until the Board takes action to elect new members of the Committee. The Board may remove or replace a member of the Committee at any time.

To the extent permitted by the NASDAQ Standards and applicable legal requirements, the Committee may form, and delegate specified duties and responsibilities to, a subcommittee or subcommittees created by a vote of a majority of the members of the Committee. Each subcommittee shall consist of one or more Committee members designated by the Committee and shall be governed by such procedures as the Committee shall determine from time to time.

### **3. Operation.**

The Board shall elect one of the members of the Committee to act as chairperson of the Committee (the "Chairperson"). Such member shall act as Chairperson until the next Annual Board Meeting unless prior thereto he or she (x) resigns as Chairperson, (y) is removed or replaced by the Board, or (z) otherwise ceases to be a director or a member of the Committee, in which event the Board shall appoint another member of the Committee to serve as Chairperson for his or her unexpired term. The Chairperson shall preside over all meetings of the Committee. The Board may remove or replace the Chairperson at any time. In addition, the Chairperson shall regularly report to the Board on the Committee's activities.

A majority of the members of the Committee shall constitute a quorum. The act of a majority of the members of the Committee in attendance at a meeting at which a quorum is present shall constitute the act of the Committee. The Committee shall only act on the affirmative vote of a majority of the members at a meeting at which a quorum (which may be in person or by telephone or other similar communications equipment) is present or by unanimous consent (in writing or by electronic communications). The Committee shall determine its own rules and procedures, subject to this Charter. When appropriate, the Committee shall meet in separate executive sessions with or without management and other employees (or such other individuals deemed appropriate) to discuss matters that warrant Committee attention. The secretary of meetings need not be a member of the Committee and shall attend Committee meetings at the invitation of the Chairperson and prepare minutes. The Committee shall keep written minutes of its own meetings, which shall be recorded or filed with the corporate books and records of the Company. Any member of the Board shall be provided copies of such Committee minutes if so requested.

The Committee shall meet as often as is appropriate but not less than two times annually.

### **4. Advisers**

The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, outside legal counsel and other advisers (each, an "Adviser" and collectively, "Advisers"), and the Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any such Adviser retained by the Committee. The Committee shall have the sole authority to approve such Adviser's fees and other retention terms. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its Advisers, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties under this Charter.

The Committee may invite to all or part of any Committee meeting such Advisers and members of management and other persons as the Committee shall deem necessary or appropriate. The Committee shall, when it deems it appropriate, meet with such Advisers without any members of management in attendance.

The Committee shall also have the authority to obtain advice and assistance from internal legal counsel, accounting, or other Advisers.

Prior to hiring or obtaining advice from an Adviser, whether retained by the Committee or management (other than internal legal counsel), the Committee will consider all factors relevant to the Adviser's independence from management, including the following factors identified in Rule 5605(d)(3)(D) of the Nasdaq Standards:

- (a) the provision of other services to the Company by the person that employs the Adviser;
- (b) the amount of fees received from the Company by the person that employs the Adviser, as a percentage of the total revenue of the person that employs the Adviser;
- (c) the policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the Adviser with a member of the Committee;
- (e) any stock of the Company owned by the Adviser; and
- (f) any business or personal relationship of the Adviser or the person employing the Adviser with an Executive Officer of the Company.

## **5. Duties and Responsibilities.**

To fulfill its purpose as described above, the Committee shall have the following duties and responsibilities:

- (a) With regard to compensation of Executive Officers:
  - The Committee will review and recommend to the Board approval of the Executive Officers, annual base salary levels, annual incentive opportunity levels, and long-term incentive opportunity levels for each fiscal year. In this regard, the Committee will review and approve corporate goals and objectives related to compensation. In addition, the Committee will take into account whether the compensation is reasonably related to personal and corporate performance and whether the goals of each compensation program are reasonable in comparison with external peer businesses. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Regulation 14A of the Exchange Act. The CEO may not be present during voting or deliberations by the Committee on his or her compensation.
  - Following the conclusion of a fiscal year, the Committee will review and approve incentive compensation awards for the Executive Officers, including awards under short-term and long-term incentive compensation plans.
  - The Committee will review compensation programs for Executive Officers on a periodic basis to determine whether they are properly coordinated and achieving their intended purposes and will recommend to the Board any amendments thereto as the Committee determines to be appropriate. In addition, the Committee will consider from time to time whether to recommend to the Board compensation or benefit plans for Executive Officers

that address matters relating to severance, change of control, clawbacks, or retirement, provided that the benefits to be derived from those programs are appropriately related to the overall benefit of the Company and are reasonable in amount and duration.

(b) The Committee shall review and approve all grants of equity made under the 2023 Omnibus Equity Incentive Plan.

(c) The Committee will review on a periodic basis all benefit plans sponsored by the Company to determine whether they are properly coordinated and achieving their intended purposes. The benefit plans currently in place include a 401(k) plan, with a company matching contribution, and health insurance and life insurance plans.

(d) The Committee will review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

(e) The Committee will review on an annual basis all cash and noncash compensation to be paid to non-employee directors and recommend any proposed changes to the Board for approval.

## **6. Other Responsibilities.**

(a) Prepare for inclusion in the Company's annual meeting proxy statement or the Annual Report, as applicable, in consultation with management and legal counsel, the report of the Committee required by the SEC's rules and regulations.

(b) Review and discuss the "Compensation Discussion and Analysis" section proposed for inclusion in the Company's Annual Report or the annual meeting proxy statement, as applicable, with management and recommend to the Board whether or not such section should be so included. In connection with this review, the Committee shall also review the related tabular and other disclosures about director and executive compensation proposed by management for inclusion in the Annual Report or the annual meeting proxy statement, as applicable.

(c) Oversee the assessment required by Item 402(s) of Regulation S-K of the risks associated with the Company's compensation policies and practices that could have a material adverse effect on the Company as such policies and practices relate to risk management practices and risk-taking incentives.

(d) Establish and maintain the appropriate set of peer group companies used for compensation benchmarking.

(e) Review and recommend to the Board amendments, as needed, to the Company's stock ownership guidelines for the Executive Officers and non-employee directors, and periodically assess progress toward, and compliance with, the Company's stock ownership guidelines.

(f) Perform any other activities consistent with this Charter, the Company's bylaws and governing law as the Committee or the Board deems necessary or appropriate.

## **7. Committee Evaluations.**

The Committee will conduct an annual performance evaluation of itself. After completing the annual performance evaluation, the Committee shall review such evaluation, or a summary thereof, with the members of the Board.