

**PREFORMED LINE PRODUCTS COMPANY**  
**COMPENSATION COMMITTEE CHARTER**

**I. Purpose**

The Compensation Committee (“Committee”) of Preformed Line Products Company (“Company”) is appointed by the Company’s Board of Directors (“Board”) to review and approve the Company’s compensation and benefit programs, and advise the Board on the adoption of policies that govern the Company’s compensation and benefit programs.

**II. Committee Membership**

The Committee will be composed of at least three directors, each of whom shall satisfy the definition of “independent” under the listing standards of The Nasdaq Stock Market (“Nasdaq”). The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Chairman of the Committee will be elected by the members of the Committee. The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate. Each such subcommittee shall consist of one or more members of the Committee. The Committee shall also have the authority to delegate any of its administrative or other responsibilities to executive officers or other employees of the Corporation where such delegation is consistent with applicable law and Nasdaq listing standards.

**III. Meetings**

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities, no less than twice a year. The Committee will meet periodically in executive session without Company management present. The Committee will cause to be kept adequate minutes of its proceedings, and will report on its actions and activities at the next quarterly meeting of the Board. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the State of Ohio.

#### **IV. Committee Authority and Responsibilities**

The Committee's responsibilities shall include, but not be limited to, the following:

- 4.1 In consultation with senior management, establishing the Company's general compensation philosophy, and overseeing the development and implementation of executive compensation programs and policies;
- 4.2 Evaluating the performance of the Chief Executive Officer ("CEO") in light of the Corporation's goals and objectives and determining the Chief Executive Officer's compensation based on this evaluation and such other factors as the Committee shall deem appropriate;
- 4.3 Approving all compensation, including salary, bonus, and long-term incentive awards, for executive officers, based on the recommendation of the CEO;
- 4.4 Reviewing and recommending of equity-based compensation plans to the Board and approving all grants and awards thereunder;
- 4.5 Reviewing and recommending to the Board changes to the Company's equity-based compensation plans that require shareholder approval under the plans, the requirements of the Nasdaq Stock Market and/or any applicable law;
- 4.6 Approving the annual Compensation Committee report on executive compensation for inclusion in the Company's proxy statement including the Compensation Disclosure and Analysis section as required by the SEC;
- 4.7 Reviewing periodically, and providing to the Board for their approval, the level of compensation, benefits and perquisites for non-employee members of the Board as well as trends in executive compensation; and
- 4.8 Reviewing and recommending to the Board the extent to which indemnification should be provided to officers and non-employee members of the Board for the costs and expenses of claims and litigation arising out of their activities on behalf of the Company.

#### **V. Administration and Reporting**

- 5.1 The Committee shall be subject to the control and direction of the Board.
- 5.2 The Committee will retain compensation consultants and other professional advisors to assist it in carrying out its responsibilities if the Board approves of such steps.

- 5.3 The Committee will make regular reports to the Board and will propose any necessary action to the Board.
- 5.4 The Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
- 5.5 The Committee will annually evaluate the Committee's own performance and provide a report on such evaluation to the Board.
- 5.6 Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.