

MAYVILLE ENGINEERING COMPANY, INC.

Compensation Committee Charter

Adopted by the Board of Directors on January 15, 2019, and effective immediately prior to the consummation of the Company's initial public offering.

The Compensation Committee, as a standing committee of the Board of Directors (the "Board") of Mayville Engineering Company, Inc. (the "Company"), has the purpose, authority and responsibilities set forth in this Charter.

Purpose

The purpose of the Compensation Committee is to assist the Board in discharging the Board's responsibilities relating to compensation of the Company's executive officers and administer the Company's incentive and equity compensation plans, as well as to provide oversight of the policies and practices relating to employee relations and human resource activities.

In doing so, the Compensation Committee shall approve the compensation of the Company's executive officers, including the Chief Executive Officer ("CEO"). The Compensation Committee shall, once the Company becomes subject to, or otherwise determines to comply with, the Securities and Exchange Commission ("SEC") disclosure requirements relating to compensation discussion and analysis, oversee the preparation of a "compensation discussion and analysis" and a related "compensation committee report" for inclusion in the Company's annual proxy statement and annual report on Form 10-K, in accordance with the rules of the SEC. In addition, the Compensation Committee shall provide oversight of the design of all Company retirement and health and welfare plan programs and human resource management practices and policies such as hiring and retention, performance management programs, diversity policies and practice, leadership development, and manager succession planning.

Composition

The Compensation Committee shall be composed of three or more members, including the chair, all of whom shall (i) meet the independence requirements of the New York Stock Exchange, including the additional independence requirements specific to compensation committee members as set forth in applicable New York Stock Exchange listing standards, and the director independence standards adopted by the Board and (ii) be a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, in each case as and when necessary.

When considering the sources of a director's compensation in determining his or her independence for purposes of Compensation Committee service, the Board should consider whether the director receives compensation from any person or entity that would impair his or her ability to make independent judgments about the Company's executive compensation. Similarly, when considering any affiliate relationship a director has with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company, in determining the director's independence for purposes of Compensation Committee service, the Board should consider

whether the affiliate relationship places the director under the direct or indirect control of the Company or its senior management, or creates a direct relationship between the director and members of senior management, in each case of a nature that would impair the director's ability to make independent judgments about the Company's executive compensation.

The Board will appoint the members of the Compensation Committee, and will select the chair, annually at the Board meeting following the annual shareholders' meeting, or as necessary to fill vacancies, on the recommendation of the Company's Nominating and Corporate Governance Committee. In the event that the Compensation Committee chair is unable to serve as chair for a specific meeting, he or she shall designate one of the Compensation Committee members to preside. Members of the Compensation Committee may be removed only by the affirmative vote of a majority of the Board.

Authority and Responsibilities

In carrying out its purpose, the Compensation Committee shall have the authority and responsibilities described below. The Compensation Committee may establish policies and procedures governing the exercise of its authority and performance of its responsibilities.

Establishment and Communication of Compensation Strategy

The Compensation Committee shall determine and approve a compensation strategy designed to attract and retain executive talent and motivate executive officers to improve their performance and the financial performance of the Company. The Compensation Committee shall have the authority to determine the forms and amount of compensation appropriate to achieve its strategic objectives, including salary, bonus, incentive or performance-based compensation, equity awards and other benefits. The Compensation Committee should review its compensation strategy at least annually to assure that it supports the Company's objectives and shareholders' interests and that executives are being rewarded in a manner that is consistent with the Compensation Committee's strategy.

CEO Compensation

At least annually, the Compensation Committee should review and approve corporate goals and objectives relevant to the CEO's compensation and evaluate the CEO's performance in light of those goals and objectives. Based on this evaluation, the Compensation Committee should make and annually review decisions regarding (i) the CEO's salary, (ii) the extent to which any performance-based bonus award was earned, (iii) the CEO's bonus opportunity for the next fiscal year, and (iv) any other matter relating to the CEO's compensation that the Compensation Committee considers appropriate.

- In determining the appropriate compensation package for the CEO, the Compensation Committee should compare his or her performance with the corporate goals and objectives relevant to his or her compensation, consider the total compensation of CEOs at comparable companies and take into account such other factors and circumstances that the Compensation Committee believes are necessary or appropriate.

- In determining the equity grants and other long-term compensation (if any) given to the CEO, the Compensation Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the equity grants and other long-term compensation given to the CEO in past years and such other factors and circumstances that the Compensation Committee believes are necessary or appropriate.
- In determining the appropriateness of any element of the CEO's compensation, the Compensation Committee should take into account the CEO's total compensation, including realized and unrealized gains on prior equity grants, the size of any prior equity grants, earnings on any deferred compensation, the value of any perquisites, the actuarial value of pension or retirement plans and the value of any potential severance or change-in-control payments.

Other Executive Officers

The Compensation Committee should annually review and approve the corporate goals and objectives relevant to the compensation of the Company's other executive officers, which need not be the same for each person. In light of these goals and objectives, the Compensation Committee should make and annually review decisions regarding (i) salary, (ii) the extent to which any performance-based bonus awards were earned, (iii) the bonus opportunity for the following year, (iv) long-term incentive opportunities for upcoming periods and (v) any other matter relating to the compensation that the Compensation Committee considers appropriate.

In determining compensation and benefits to other executive officers, the Compensation Committee may review the individual's job description, the recommendations of the CEO, compensation and benefits being provided to employees in comparable positions at companies with which the Company is competing for executive talent, the individual executive officer's experience, responsibilities and performance, and such other factors and circumstances the Compensation Committee believes are appropriate.

The Compensation Committee shall also provide oversight of management's decisions concerning the performance and compensation of other company officers and key employees.

Oversight of Equity Compensation Plans

The Compensation Committee should review at least annually all equity-based compensation plans and arrangements, shareholder dilution, overhang, annual run rate, and the number of shares remaining available for issuance under those plans and arrangements, and make recommendations to the Board regarding the need to amend existing plans or adopt new ones for the purpose of implementing the Compensation Committee's strategy regarding long-term and equity-based compensation. The Compensation Committee shall have all of the authority of the Board to administer the Company's equity compensation plans.

Approval of Equity Grants

The Compensation Committee shall have the authority to approve grants of stock, stock options, stock appreciation rights, stock purchase rights and similar awards to individuals eligible to receive such grants under the Company's equity compensation plans, to approve the forms of agreement evidencing such grants, and to interpret and amend such agreements within the terms of the plans. Additionally, the Compensation Committee shall have the authority to determine stock ownership guidelines for the Company's Chief Executive Officer, other executive officers and non-employee directors and monitor compliance therewith.

Oversight of Other Compensation Plans

The Compensation Committee should administer, periodically review and approve significant changes to the Company's other long- and short-term incentive compensation plans. In administering such plans, the Compensation Committee may:

- Determine overall scope of participation in the incentive plans and which executive officers shall participate in the plans,
- Determine the overall scope and weighting of performance measures and target award levels under the plans, and
- Determine the aggregate incentive compensation awards for all participants in the plans as a group.

Compensation Risk Assessment

The Compensation Committee shall monitor and evaluate matters relating to the compensation and benefits structure of the Company as the Compensation Committee deems appropriate, including evaluating whether the risks arising from the Company's compensation policies and practices for its employees would be reasonably likely to have a material adverse effect on the Company.

Perquisites

The Compensation Committee should review at least annually the form and amount of any perquisites paid or made available to the Company's executive officers and should determine the appropriateness of the nature and extent of executive officers' use of such perquisites.

Deferred Compensation

The Compensation Committee should review and approve the terms on which any compensation earned by or otherwise payable to executive officers may be deferred.

Retirement and Health and Welfare Plans

The Compensation Committee should review at least annually the Company's retirement plans, including any supplemental executive retirement plans, with respect to the implications of those plans for the Compensation Committee's strategy regarding retirement benefits for the Company's executive officers. The Compensation Committee should also: (i) review the recommendations of management and recommend to the Board retirement and health and welfare plan amendments, plan start-ups and plan terminations; and (ii) provide oversight of retirement and health and welfare plans.

Change-in-Control or Severance Arrangements

The Compensation Committee should review at least annually any change-in-control or severance arrangements with executive officers and determine or estimate the amounts that would be payable under those arrangements upon the occurrence of each triggering event. The Compensation Committee should recommend to the Board any amendments to the Company's change-in-control or severance arrangements that the Compensation Committee deems appropriate.

Employment Agreements

The Compensation Committee should review and approve all employment agreements proposed to be entered into between the Company and any executive officer and any proposed renewals thereof. The Compensation Committee should review any existing employment agreements with executive officers at least annually and recommend to the Board any amendments thereto that the Compensation Committee deems appropriate.

Compensation Discussion and Analysis

Once the Company becomes subject to, or otherwise determines to comply with, the SEC disclosure requirements regarding compensation discussion and analysis, the Compensation Committee shall oversee the preparation of such compensation discussion and analysis and a related "compensation committee report" for inclusion in the Company's annual proxy statement and Form 10-K, in accordance with the rules of the SEC. The Compensation Committee shall review and discuss the compensation discussion and analysis with management each year prior to preparing the compensation committee report.

Human Resource Policies

The Compensation Committee should provide oversight of the Company's human resource and employment policies and practices and help identify areas of improvement and "best practices."

Compliance with Legal Requirements

The Compensation Committee shall perform any other functions required by applicable law, rules or regulations, including the rules of the SEC and the rules of any exchange or market

on which the Company's securities are traded. The Compensation Committee also shall perform such other functions as are delegated to it by the Board from time to time.

Succession Planning

The Compensation Committee should make recommendations to the Board as requested by the Board with respect to the Company's succession plan for the CEO and other key executives.

Compensation Consultants and Other Advisers

The Compensation Committee may, from time to time in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisers, to advise the Compensation Committee with regard to any of its activities (including without limitation the review of non-employee director compensation). The Compensation Committee shall select such advisers only after (1) taking into consideration the factors relevant to that person's independence from management as set forth in applicable New York Stock Exchange listing standards and (2) if the person is to be hired as a compensation consultant, evaluating whether such person has a conflict of interest. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by it. The Compensation Committee may meet with any such counsel or advisers without management present. The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Compensation Committee.

The Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Compensation Committee. No such advice shall affect the ability or the obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties.

Record Keeping and Reports to the Board

The Compensation Committee shall maintain minutes of meetings and activities of the Compensation Committee. The Compensation Committee shall promptly make available to the Board the minutes of all meetings or unanimous written consents of the Compensation Committee and report the Compensation Committee's activities to the Board at the Board's next meeting following each Compensation Committee meeting so that the Board is kept fully informed of the Compensation Committee's activities on a current basis.

Access to Management

The Compensation Committee and its members shall have complete access to management for the purpose of carrying out the Compensation Committee's functions. From time to time as it determines to be necessary or appropriate, the Compensation Committee should consult with the CEO on matters related to the Compensation Committee's responsibilities and on other matters, including organizational structure, appropriate compensation for the Company's officers and

employees not set by the Compensation Committee, and individual development programs for the Company's entire workforce, including management.

Reviews and Investigations

From time to time as it determines to be necessary or appropriate, the Compensation Committee may conduct such reviews, investigations and surveys as the Compensation Committee may consider necessary or appropriate in the exercise of its duties and responsibilities.

Annual Performance Evaluation

On an annual basis, the Board will conduct an assessment of the Compensation Committee's performance during the previous year. In addition, from time to time as it deems necessary or appropriate, the Compensation Committee may conduct a similar self-assessment. The purpose of these assessments is to increase the effectiveness of the Compensation Committee and its members. Compliance with the responsibilities listed in this Charter shall form the principal criteria for such assessments, as well as such other factors and circumstances as are determined appropriate by the Compensation Committee or the Board.

Director Compensation

The Compensation Committee should annually review the compensation, including cash and equity-based compensation, paid to the Company's non-employee directors, including in their roles as committee chairpersons and members, and take such actions as the Compensation Committee deems necessary or appropriate, including recommending to the Board changes to the compensation and benefits of the Company's non-employee directors to ensure that the package assists with attracting, retaining and motivating directors.

Annual Review of Charter

The Compensation Committee should review this Charter annually and recommend to the Nominating and Corporate Governance Committee of the Board any changes it considers to be appropriate.

Delegation of Authority

The Compensation Committee may not delegate any of its responsibilities to management, but may delegate any of its responsibilities to subcommittees consisting solely of two or more members of the Compensation Committee.

Meetings

The Compensation Committee shall meet not less than twice per year, including at least once per year in executive session without the CEO. All meetings shall be held upon proper notice or appropriate waivers in accordance with the Company's bylaws. A simple majority of the Compensation Committee shall constitute a quorum for the transaction of business. In lieu of a

meeting, the Compensation Committee may act by unanimous written consent in accordance with Wisconsin corporation law.