WEYCO GROUP, INC.
Compensation Committee Charter
Last Updated: November 3, 2026

Mission

The Compensation Committee (the "Committee") is appointed by the Board to assist it in fulfilling its responsibilities to ensure that the executive officers of the Company are compensated in a manner consistent with the compensation strategy of the Company, internal equity considerations, competitive practice, and the requirements of applicable tax and regulatory bodies. Without limiting the foregoing, the Committee shall: (1) establish, subject to approval of the Board, compensation arrangements for the Company's executive officers; (2) administer the Company's equity and other compensation plans, and approve the granting of awards under those plans to officers and other key employees of the Company and its subsidiaries; and (3) communicate to shareholders regarding these policies and activities as required by the Securities and Exchange Commission (the "SEC") or other regulatory bodies.

Organization

The Committee is a standing committee of the Board composed of at least three independent directors. An independent director should be free of any relationship that could influence his or her judgment as a Committee member. In addition, each Committee member shall be independent as defined by the requirements of the NASDAQ Stock Market ("NASDAQ") and shall satisfy all requirements necessary from time to time to be "non-employee directors" under SEC Rule 16b-3. Each member of the Committee shall also meet any other requirements related to Committee membership imposed by NASDAQ or the SEC from time to time. The members shall serve at the pleasure of the Board, but ordinarily shall be elected to the Committee annually or as necessary to fill vacancies. The Committee shall not delegate its responsibilities to any subcommittee. The Board shall designate one of the Committee members as the chairperson.

Meetings and Reports

The Committee shall hold meetings as necessary to perform its duties and responsibilities. The Committee shall periodically report to the Board regarding the performance of its duties hereunder.

Funding

The Company will provide the Committee with the funding appropriate to perform its duties and responsibilities in a thorough and efficient manner, as determined by the Committee in its capacity as a committee of the Board. This may include, without limitation, funding (i) to retain compensation consultants, legal counsel or other advisers, and (ii) for the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Duties

1. Annually evaluate the compensation (and performance relative to compensation) of the Chief Executive Officer (the "CEO") and other executive officers, and approve the amounts and elements of total compensation to them consistent with the Company's corporate goals and objectives and in compliance with NASDAQ requirements for compensation committees. The CEO may not be present during any compensation-related discussions and may not vote on his or her compensation.

2. Annually review and discuss with management the Company's Executive Compensation disclosure or the Compensation Discussion and Analysis and related proxy statement disclosures and communicate in the annual Report of Compensation Committee on Executive Compensation to shareholders regarding these matters, in each case as and to the extent required by SEC rules.

3. Periodically evaluate the terms and administration of the Company's annual and long-term compensation and incentive plans to assure that they are structured and administered in a manner consistent with the Company's goals and objectives. Approve the adoption or modification of any equity-related plans and determine when it is necessary or desirable to submit these matters to the Board and/or to the Company's shareholders. Authorize all equity and compensation plan awards to executives and key employees, including the option exercise prices and vesting schedules.

4. Periodically evaluate the compensation of directors, including for service on Board committees and taking into account the compensation of directors at other comparable companies. Make recommendations to the Board regarding any adjustments in director compensation that the Committee considers appropriate.

5. The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisers, including persons and entities independent of the Company and its management, as it deems appropriate in connection with the discharge of its duties. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work of any such adviser. When selecting, or receiving advice from, any such adviser (other than the Company's in-house legal counsel), the Committee shall consider any applicable independence standards promulgated by the SEC or NASDAQ, including those set forth in NASDAQ Rule 5605(d)(3)(D).

6. Oversee, review, and administer any clawback or recoupment policy allowing the Company to recoup compensation paid to executive officers of the Company, in accordance with applicable law and stock exchange requirements and as the Committee otherwise determines to be appropriate.

7. Review and reassess the adequacy of this Charter annually.