

**CHARTER OF THE COMPENSATION AND HUMAN  
CAPITAL COMMITTEE OF THE BOARD OF  
DIRECTORS OF CBIZ, INC.**

This Charter identifies the purpose, composition, meeting requirements, committee responsibilities, annual evaluation procedures and studies of the Compensation and Human Capital Committee (the “Committee”) of the Board of Directors (the “Board”) of CBIZ, Inc., a Delaware corporation (the “Company”).

**I. PURPOSE**

The Committee has been established to: (a) review and approve the Company’s compensation philosophy, strategy and structure and assist the Board in establishing a proper system of long-term and short-term compensation to provide performance-oriented incentives to management and compensation plans that are appropriate and competitive and properly reflect the objectives and performance of management and the Company; (b) discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer and other executive officers of the Company and its subsidiaries; (c) review the disclosures in the Compensation Discussion and Analysis and prepare an annual compensation committee report for inclusion in the Company’s proxy statement; (d) make recommendations to the Board with respect to incentive-compensation plans and equity-based plans and administer the Company’s equity-based plans; (e) review and discuss with management the Company’s activities, programs and systems related to human capital issues; and (f) perform such other functions as the Board may from time to time assign to the Committee. In performing its duties, the Committee shall seek to maintain an effective working relationship with the Board and the Company’s management.

**II. COMPOSITION**

The Committee shall be composed of at least three members (including a Chair), all of whom shall be “independent directors,” as such term is defined in the rules and regulations of the United States Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (the “NYSE”). In addition, each Committee member shall be a “Non-Employee Director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934. The members of the Committee and the Chair shall be selected by the Board and serve at the pleasure of the Board. A Committee member (including the Chair) may be removed at any time, with or without cause, by the Board. The Committee shall have authority to delegate responsibilities listed herein to subcommittees of the Committee if the Committee determines such delegation would be in the best interests of the Company.

**III. MEETING REQUIREMENTS**

The Committee shall meet as often as it deems necessary, but at least once each year, to enable it to fulfill its responsibilities. The Committee shall meet and operate under rules and procedures similar to those established for the meetings and operation of the full Board, as well as those prescribed by Article 4 of the Bylaws of the Company.

#### **IV. COMMITTEE RESPONSIBILITIES**

In carrying out its oversight responsibilities, the Committee's policies and procedures should remain flexible to enable the Committee to react to changes in circumstances and conditions so as to enable the Company to remain in compliance with applicable legal and regulatory requirements. The Committee is expected to discharge its responsibilities within the bounds of its reasonable discretion and according to its sound business judgment.

In furtherance of the Committee's purposes listed above, the Committee shall have the following responsibilities:

##### **A. Chief Executive Officer Compensation and Evaluation**

1. To (a) review and approve goals and objectives relevant to the Chief Executive Officer's compensation package, (b) establish a procedure for evaluating the Chief Executive Officer's performance, (c) annually evaluate such performance in light of the goals and objectives established and (d) have the Committee Chair review, after completion of the annual evaluation, with the Chief Executive Officer the results of the Committee's evaluation of the Chief Executive Officer's performance; and
2. To review, at least annually, and determine and approve the compensation, including salary, bonus, incentive and equity compensation, of the Chief Executive Officer, after taking into account the annual evaluation of the Chief Executive Officer referred to in the preceding paragraph.

##### **B. Other Executive Officers Compensation and Evaluations**

1. To (a) review and approve goals and objectives relevant to the other executive officers' compensation packages, (b) establish a procedure for evaluating such other executive officers' performance, (c) annually evaluate such performance in light of the goals and objectives established and (d) review, after completion of the annual evaluation, with each other executive officer the results of the Committee's evaluation of such other executive officer's performance; and
2. To review, at least annually, and recommend to the Board for approval the compensation level, including salary, bonus, incentive and equity compensation, of the other executive officers, after taking into account the annual evaluation of each other executive officer referred to in the preceding paragraph.

##### **C. Incentive-Compensation and Equity-Based Plans**

1. To review and to make periodic recommendations to the Board as to the general compensation and benefits policies and practices of the Company, including incentive-compensation plans and equity-based plans;

2. To review and adopt, and to recommend to the Board the amount and timing of such compensation and benefits;
3. To administer the Company's incentive-compensation plans and equity-based plans, including designation of the individuals to whom 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 or program; and
4. To oversee the administration of such policies, plans and programs and, on an ongoing basis, to benchmark them for competitiveness against those of the companies with which the Company competes for talent and within the Board's compensation objectives for executive officers and other members of senior management.

D. Other Duties

1. To review and make recommendations to the Board with respect to all employment agreements, severance arrangements, change in control provisions and agreements and any special supplemental benefits applicable to the Company's executive officers;
2. To review and discuss with management the disclosures made in the Compensation Discussion and Analysis prior to the filing of the Company's proxy statement for the annual meeting of stockholders, and recommend to the Board whether the Compensation Discussion and Analysis should be included in the proxy statement;
3. To prepare an annual compensation committee report for inclusion in the Company's proxy statement for the annual meeting of stockholders in accordance with the applicable rules of the SEC;
4. To oversee the risk assessment of the Company's compensation arrangements applicable to the Company's executive officers and employees and review and discuss at least annually the relationship between risk management policies and practices and compensation;
5. To advise the Board regarding the stockholder advisory votes that are required by applicable rules of the SEC on executive compensation, including the frequency of such votes;
6. To review and approve any additional services to be performed for the Company or its affiliates during a fiscal year in which the Committee has retained such compensation consultant to provide advice or recommendations on the form or amount of executive and director compensation;
7. To monitor compliance with stock ownership guidelines for the Chief Executive Officer and other executive officers and directors;
8. To review and administer the Company's compensation recoupment policies in accordance with applicable law and as the Committee otherwise determines to be appropriate;

9. To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary;

10. To perform such other duties as the Board may assign to the Committee.

## **V. ANNUAL EVALUATION PROCEDURES**

The Committee shall annually assess its performance to confirm that it is meeting its responsibilities under this Charter. In this review, the Committee shall consider, among other things, (a) the appropriateness of the scope and content of this Charter, (b) the appropriateness of matters presented for information and approval, (c) the sufficiency of time for consideration of agenda items, (d) frequency and length of meetings and (e) the quality of written materials and presentations. The Committee may recommend to the Board such changes to this Charter as the Committee deems appropriate.

## **VI. STUDIES**

The Committee may conduct or authorize studies of matters within the Committee's scope of responsibilities as described above. The Committee shall have the sole authority to appoint, at the expense of the Company, oversee the work and terminate any independent counsel and such other advisors, and approve their fees and other retention terms, necessary to assist the Committee in any such studies and to fulfill its duties and responsibilities under this Charter. The Committee shall have sole authority to retain and terminate any compensation consultant to be used to survey the compensation practices in the Company's industry and to provide advice so that the Company can maintain its competitive ability to recruit and retain highly qualified personnel. The Committee shall have the sole authority to negotiate and approve the fees and retention terms of any compensation consultant retained. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors employed by the Committee. In retaining compensation consultants, outside counsel and other advisors, the Committee must consider the factors specified in Rule 10C-1(b)(4) under the Exchange Act and applicable rules and regulations of the NYSE.

## **VII. MISCELLANEOUS**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any stockholder of the Company who requests it.

Renewed by the Compensation and Human Capital Committee and the Board of Directors on February 11, 2025.