

UNIQUE FABRICATING, INC.

COMPENSATION COMMITTEE CHARTER (Adopted on October 14, 2014)

This Charter has been adopted by the Board of Directors (the “**Board**”) of Unique Fabricating, Inc. (the “**Company**”) to govern its Compensation Committee (the “**Committee**”), which shall have authority, responsibility and specific powers described below.

PURPOSE

The Committee’s purpose is to (i) review key employee compensation goals, policies, plans and programs; (ii) review and approve the compensation of the Company’s directors, chief executive officer and other executive officers; (iii) review and approve employment agreements and other similar arrangements between the Company and its executive officers; and (iv) administer the Company’s stock plans and other incentive compensation plans.

COMPOSITION

The Committee shall consist of three or more directors as determined by the Board from time to time. The members of the Committee shall be appointed for one-year terms by a majority vote of the Board at the first meeting of the Board following the annual meeting of the Company’s stockholders. Each member of the Committee shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal from office, death or incapacity. The members of the Committee may be removed, with or without cause, only by a majority vote of the Board. Vacancies shall be filled only by a majority vote of the Board at the next Board meeting following the occurrence of the vacancy or as soon as practicable thereafter.

Each member of the Committee shall be independent in accordance with rules of the NYSE MKT Stock Market as such provisions and rules relate to compensation committee members or any other standard that law, rules or regulation may require or that the Board shall determine apply. At least two members of the Committee must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the “**Exchange Act**”), and as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as amended (the “**Code**”).

Unless a chairperson of the Committee is designated by a majority vote of the Board, a chairperson shall be designated by the Committee, by a majority vote of the full Committee. A vacancy in the position of Committee chairperson shall be filled by a majority vote of the full Committee membership at the next Committee meeting following the occurrence of the vacancy or as soon as practicable thereafter.

DUTIES AND RESPONSIBILITIES

The following are principal recurring responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules or regulations as the Board may request:

- To review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer (“CEO”), evaluate at least annually the CEO’s performance in light of those goals and objectives, and determine and approve the CEO’s compensation level based on this evaluation. The CEO may not be present during deliberations or voting on such matters.
- To review and approve annually the CEO’s (a) base salary, (b) incentive bonus, including the specific goals and amount, (c) equity compensation, (d) any employment agreement, severance arrangement or change of control protections and (e) any other benefits, compensation or similar arrangements (including, without limitation, perquisites and any other form of compensation such as a signing bonus or payment of relocation costs).
- To review and approve annually or recommend to the Board for approval items (a) through (e) in the previous bullet point of all other executive officers.
- To review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company’s incentive compensation plans and equity-based plans, including designation of the employees to whom the 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.
- To review, approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the power and authority to adopt, amend and terminate such agreements, arrangements or plans.
- To review the Company’s incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
- To review director compensation for service on the Board and Board committees at least once a year and to recommend any changes to the Board.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant, outside legal counsel and such other advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of its compensation

consultants, outside legal counsel and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee, in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors and any administrative expenses of the Committee that the Committee determines are necessary or appropriate in carrying out its activities. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultants, legal counsel or any other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Committee must take into consideration the independence factors specified in the applicable rules of the SEC and the listing standards of the NYSE MKT. The Committee may retain, or receive advice from, any compensation advisor it prefers, including ones that are not independent, after considering the requisite factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

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.

MEETINGS AND REPORTS

The chairperson of the Committee will chair all meetings of the Committee and set the agenda for Committee meetings. The Committee shall meet as often as it determines appropriate to carry out its responsibilities. After each meeting of the Committee, the chairperson of the Committee shall provide the Board with a report of the Committee's activities and proceedings at the next regularly scheduled meeting of the Board. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion; provided, however, that (i) no subcommittee shall consist of fewer than two (2) persons and (ii) that the Committee shall not

delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole, including its responsibilities for any matters that involve executive compensation or any matters where it has determined such compensation is intended to be exempt from Section 16(b) under the Exchange Act pursuant to Rule 16b-3 or is intended to comply with Section 162(m) of the Code unless the members of such subcommittee each qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act, and as “outside directors” for the purposes of Section 162(m) of the Code.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter in such manner as it deems appropriate. In conducting this evaluation, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend to the Board such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company’s or the Board’s policies or procedures.