



COMPENSATION COMMITTEE CHARTER

OF
STEWARDS, INC.

MEMBERSHIP

The Compensation Committee (the "Committee") of the board of directors (the "Board") of Stewards, Inc., a Nevada corporation (the "Company"), shall consist of three or more directors.

Each member of the Committee shall be independent in accordance with the provisions of Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules of the NASDAQ Stock Market.

Each member of the Committee must qualify as a "non-employee director" for purposes of Rule 16b-3 under the Exchange Act, and as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code, as amended.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

- (a)** 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. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (“Say on Pay Vote”) required by Section 14A of the Exchange Act. The CEO may not be present during any voting or deliberations by the Committee on his or her compensation.
- (b)** To review and approve the compensation of all other executive officers. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.
- (c)** 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 Company’s stockholders. This includes the authority to adopt, amend, and terminate such plans. The Committee shall also administer the Company’s incentive compensation and equity plans, including designating award recipients, the amount of awards, and applicable terms and conditions. In reviewing and approving such plans, the Committee shall consider the results of the most recent Say on Pay Vote.
- (d)** To review and discuss with management the Company’s Compensation Discussion and Analysis (“CD&A”) and related executive compensation information, approve the CD&A and related information to be included in the Company’s annual report on Form 10-K and proxy statement, and oversee the drafting, with assistance from the Company’s advisors, of the compensation committee report required to be included in the Company’s proxy statement or Form 10-K.
- (e)** To review and approve, and when appropriate, recommend to the Board for approval, any employment agreements and severance or change-in-control arrangements for the CEO and other executive officers, including the authority to adopt, amend, and terminate such arrangements.
- (f)** To (i) review and make recommendations to the Board regarding stock ownership guidelines for the CEO, other executive officers, and directors, (ii) monitor compliance with such guidelines, and (iii) evaluate and make recommendations regarding any requested hardship exceptions.
- (g)** To review and make recommendations to the Board regarding all employee benefit plans for the Company.

(h) 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 and compensation, and to evaluate policies and practices that could mitigate such risk.

(i) To review and recommend to the Board the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote under Section 14A of the Exchange Act, and to review and approve the related proposals for inclusion in the Company's proxy statement.

(j) To review director compensation for service on the Board and Board committees at least annually and recommend any changes to the Board.

(k) To develop and recommend to the Board an executive officer succession plan (the "Succession Plan"), review the Succession Plan at least annually, evaluate potential candidates, and recommend updates or candidates for succession.

OUTSIDE ADVISORS

The Committee shall have authority, in its sole discretion, to select, retain, and obtain the advice of a compensation consultant to assist with its responsibilities. The Committee shall set the compensation and oversee the work of the compensation consultant. The Committee may also retain outside legal counsel and other advisors as it deems necessary.

The Company shall provide appropriate funding for payment of compensation to consultants, legal counsel, and other advisors as determined by the Committee.

The Committee is not required to act consistently with advisor recommendations and retains full authority to exercise its own independent judgment.

In retaining or seeking advice from advisors (other than in-house counsel), the Committee must consider the factors specified in NASDAQ Listing Rule 5605(d)(3)(D). The Committee may retain any advisor it prefers, regardless of independence, after considering such factors.

The Committee shall evaluate whether any compensation consultant retained has any conflict of interest under Item 407(e)(3)(iv) of Regulation S-K. Any compensation consultant assisting the Committee regarding executive compensation may not be retained by the Company for other compensation or HR matters.

STRUCTURE AND OPERATIONS

The Board shall designate a Committee chairperson. The Committee shall meet at least quarterly at such times and places as it deems necessary. The chairperson, in consultation with Committee members and management, shall determine meeting frequency, length, and agendas.

The Committee shall report regularly to the Board regarding its actions and recommendations.

The Committee shall be governed by the same rules regarding meetings, notice, quorum, voting, and action without a meeting as the Board.

The Committee may invite members of management to attend meetings as appropriate. However, the CEO and other officers may not be present during deliberations or voting on their compensation.

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

DELEGATION OF AUTHORITY

The Committee may delegate any of its responsibilities, including authority to act, to one or more subcommittees as it deems appropriate.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of its performance under this Charter and present the results to the Board. The Committee shall conduct the evaluation in any manner it deems appropriate.