

## **H&R BLOCK, INC.**

### **COMPENSATION COMMITTEE CHARTER**

(as amended and restated May 1, 2018)

#### **I. ROLE OF THE COMPENSATION COMMITTEE**

The Compensation Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”), established (i) to discharge the Board’s responsibilities relating to the compensation of those individuals who are designated by the Board as executive officers of the Company under Section 16 of the Securities Exchange Act of 1934 (the “Act”) and the rules promulgated thereunder (“Subject Officers”), and (ii) to report on executive compensation in the Company’s annual proxy statement in accordance with applicable rules and regulations.

#### **II. COMMITTEE COMPOSITION**

A. The Committee shall consist of at least three directors appointed by the Board, each of whom must be (i) an “outside director” within the meaning of the Treasury Regulations promulgated under Section 162(m) of the Internal Revenue Code, (ii) “independent” under the requirements of the New York Stock Exchange’s (the “NYSE”) Listed Company Manual, including standards specific to compensation committee members, and (iii) a “non-employee director” within the meaning of Rule 16b-3 under the Act. Committee members shall serve as members until their successors are elected and qualified or until their earlier resignation or removal. Notwithstanding the foregoing, if it is determined that a director failed to satisfy any of these standards at the time the Committee approved any action, that fact shall not invalidate the action unless required by law or unless the remaining members of the Committee determine that satisfaction of such standard was necessary to achieve the fundamental purpose of the action.

B. Any member of the Committee may be removed, with or without cause, by the Board at any time.

#### **III. MEETINGS**

The Committee shall hold at least two regular meetings annually, and shall meet more frequently as deemed necessary to fulfill the responsibilities prescribed by this Charter or the Board. Special meetings of the Committee may be called by the Board or the chair of the Committee, as deemed necessary. The Committee may request members of management, professional advisors, or others to attend Committee meetings, as deemed necessary under the circumstances. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

#### **IV. COMMITTEE AUTHORITY**

A. To discharge its duties and responsibilities, the Committee shall have the appropriate resources and authority, including (i) the sole discretion to retain or obtain the advice of any compensation consultant, independent legal counsel, or other advisor to assist in the Committee's evaluation of the compensation of Subject Officers, (ii) the sole authority to determine the extent of funding necessary for payment of compensation to any such advisors, and (iii) the ability to meet privately with such advisors who shall be ultimately responsible to the Committee. Such resources shall also include the authority to determine the fees and to direct the Company to pay such fees to such advisors, and to pay any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

B. The Committee shall have the authority to delegate authority to such subcommittees as the Committee deems appropriate and in the best interests of the Company and its shareholders, to the extent permitted by applicable law and the NYSE Listed Company Manual.

#### **V. KEY COMMITTEE DUTIES AND RESPONSIBILITIES**

The following responsibilities are set forth as a guide for the Committee. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, including such responsibilities assigned to the Committee pursuant to the express terms of any compensation and benefit plans or policies adopted and approved by the Board, and to take any actions reasonably related to the mandate of this Charter. The Committee's key duties and responsibilities are to:

A. Review and approve the Company's overall executive compensation philosophy, as well as oversee and approve the Company's overall executive compensation structure, plans, policies, and programs with a view to recruiting and retaining superior talent. Review and present for Board and, as necessary, shareholder approval all equity-based compensation plans.

B. Review the Chief Executive Officer's ("CEO") performance against corporate goals and objectives and the CEO's individual performance objectives, formally evaluate the CEO's performance in light of such goals and objectives, and approve the CEO's compensation (including applicable performance goals, base salary and all incentives, benefits and perquisites) based on this evaluation. The Committee will keep the independent members of the Board apprised of its activities related to the review and approval of CEO compensation matters and will, from time to time, consult with such independent members on matters concerning CEO compensation. The Chairman of the Board shall be responsible for discussing and providing counsel with the CEO regarding the Committee's performance evaluation of the CEO. The Chairman of the Board shall provide feedback to the Board and the Committee regarding such discussions.

C. Review, evaluate and make recommendations to the Board regarding severance or change in control provisions contained in any arrangement or agreement for all newly hired and appointed Subject Officers (or, in the case of the CEO, any employment agreement).

D. Review and approve the compensation for Subject Officers (including applicable performance goals, base salary, incentives, benefits, perquisites and other remuneration), taking into account the recommendations of the CEO with respect to Subject Officers other than the CEO. Management shall also provide information to the Committee regarding the compensation of other key members of the Company's senior management that, in the discretion of the Committee, is necessary to evaluate the appropriate executive compensation structure.

E. Review compliance by Subject Officers with any stock ownership guidelines or holding requirements approved by the Board.

F. Develop and recommend to the Board such policies or practices with respect to the recovery or "clawback" of compensation (including equity awards) paid to employees of the Company or its subsidiaries as may be required by applicable law, to comply with the applicable requirements of the NYSE Listed Company Manual or as determined by the Committee to be reasonable and appropriate.

G. Review and approve the Company's annual Compensation Discussion and Analysis of executive compensation and prepare, review, and approve the "Report of the Compensation Committee," and approve their inclusion in any other document, including in the annual report to shareholders and the annual proxy statement.

H. Review and recommend to the Board the Company's submission to shareholders on executive compensation matters, including without limitation advisory votes on executive compensation and the frequency of such votes. In addition, consider the results of shareholder advisory votes on executive compensation matters and the changes, if any, to the Company's executive compensation policies, practices, and plans that may be warranted as a result of any such vote.

I. Review risks related to the Company's compensation policies and practices and review and discuss, with appropriate frequency, the relationship between the Company's risk management policies and practices, corporate strategy and compensation policies and practices.

J. With respect to any compensation consultant engaged by the Committee to provide advice on the amount or form of executive compensation, in advance of such engagement and at least annually thereafter throughout the term of the engagement, make a determination as to the consultant's independence and any conflicts of interest that may exist, in accordance with the applicable requirements of the NYSE Listed Company Manual. Review and approve any engagement of such consultant to provide any other

services to the Company. Prior to obtaining advice from legal counsel, or any other advisor, review the independence of such entity or person, in accordance with the requirements of the NYSE Listed Company Manual. To the extent required by applicable requirements of the NYSE Listed Company Manual, review at least annually the nature of (i) any services provided to the Company by any other compensation consultant, legal counsel, or other advisor who provided advice or recommendations on the amount or form of executive compensation to the Committee or to management and (ii) any other information relevant to such entity's or person's independence and any conflicts of interest that may exist.

K. Make reports to the Board on a regular basis concerning Committee actions, findings and recommendations and any other matters the Committee deems appropriate or the Board requests.

L. Conduct an annual self-evaluation of its own performance.

M. Review and reassess the adequacy of the Committee Charter on an annual basis, or more frequently as needs dictate, and recommend to the Board any revisions considered appropriate.