

1st Capital Bancorp	GOVERNANCE
Administration	Human Resource and Compensation Committee Charter

HUMAN RESOURCE AND COMPENSATION COMMITTEE CHARTER

PURPOSE

The Human Resources and Compensation Committee (“Committee”) has been established by the Board of Directors of 1st Capital Bancorp (“Company”). The Committee shall operate within the terms of reference set out in this charter.

COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than three independent Director members. The Board shall appoint the Committee’s members at the Board meeting next following the Corporation’s annual meeting of shareholders. The Board may replace a committee member at any time.

COMMITTEE CHAIR

The Board shall appoint one of the independent Committee members as the Committee Chair. The Committee may appoint one of its members as Vice Chair, to carry out the duties of the Committee Chair in his or her absence.

MEETINGS

The Committee shall convene at least two meetings annually and more frequently, as needed. The actions of the Committee require a quorum. A presence of a majority of the Committee members shall constitute a quorum. The action of a majority of those present at a meeting at which a quorum is attained shall be the act of the Committee.

Meeting agendas are established by Human Resources Leadership Team. The Committee may meet in executive session at the call of the Committee Chair, in its sole discretion.

The Committee Chair may request any officer or employee of the Bank or the Bank’s outside advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

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REPORTING OF COMMITTEE ACTIVITIES TO THE BOARD OF DIRECTORS

The Chair or designee for the Committee will report its activities and its recommendations for action to the Board of Directors of the Bank and/or of the Company, depending on requirement of an action, at its next meeting after that of the Committee. Minutes of the meetings of the Committee will be submitted to the Board of Directors at a subsequent meeting of the Board of Directors.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee, in its capacity as a committee of the Board of Directors, responsibilities, and authority set forth in this Charter. The Charter is intended to serve as a guide for the Committee, with the understanding that the Committee may carry out additional functions and adopt such other policies considering changing business, legislative, regulatory, and other conditions. The Committee will also carry but any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The purpose of the Committee is to discharge the responsibilities of the Board of Directors relating to compensation of the Bank's executive officers and directors. The duties and responsibilities of the Committee are to:

- Oversee the Bank's overall compensation structure, policies, and programs, and assess whether the Bank's compensation structure establishes appropriate incentives for management and employees including but not limited to the risks to the Bank posed by such incentives.
- Administer and make recommendations to the Board of Directors with respect to the Bank's incentive compensation program.
- Review and approve Bank-wide Key Performance Indicators (KPIs).
- Review and approve the compensation and performance of the Chief Executive Officer.
- Review and approve the design of benefit plans.
- Review and recommend employment agreement of Chief Executive Officer.
- Review and approve the compensation of directors for service on the Board of Directors and its committees and recommend changes in compensation to the Board of Directors.

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- Periodically review the Bank succession plans relating to positions held by executive officers and make recommendations to the Board of Directors regarding the selection of individuals to fill these positions.

The Committee shall have the power to conduct or authorize investigations into any matters within the scope of this Charter.

Outside Advisors. The Committee will have the authority to retain, at the expense of the Bank., such outside counsel, experts, and other advisors as it determines would be appropriate to assist the Committee in the full performance of its functions, including authority to retain and terminate any compensation consultant used to assist the Committee in the evaluation of director, Chief Executive Officer or other executive compensation, and to approve the consultant's fees and the terms and conditions applicable to the services of the consultant.

REVIEW OF COMMITTEE CHARTER

The Committee will review and reassess the adequacy of the Charter, as needed. The Board will review and approve the Committee Charter as recommended by the Committee.

Document Management Information

Revision history	Version	Approval date	Author	Title
Update	DRAFT	N/A	Vida Villanueva	Chief Operating Officer
NEW	v. 1.0	08.10.2022 - Board of Directors	Vida Villanueva	Chief Operating Officer