Compensation Committee Charter Approved on May 19, 2026

I. Purpose

The primary purposes of the Compensation Committee (the "Committee") of the board of directors (the "Board") of Old Second Bancorp, Inc. (the "Company") are to (1) discharge the responsibilities of the Board relating to the compensation of the Company's executive officers, which shall mean the Company's "officers" under Rule 16a-1(f) of the Securities and Exchange Act of 1934 ("executive officers") and Board members and (2) oversee and produce, through the Corporate Secretary, the "Compensation Discussion & Analysis" section ("CD&A"), and related report, for inclusion in the Company's proxy statement in compliance with all rules and regulations of the Securities and Exchange Commission (the "SEC"), the Nasdaq Stock Market ("NASDAQ") (or any other exchange or national market on which the Company's common stock is quoted or listed for trading) and any other body with regulatory authority over the Company.

II. Composition and Procedure

The Committee shall consist of at least three members, each of whom shall satisfy the independence requirements of the SEC, NASDAQ (or any other exchange or national market on which the Company's common stock is quoted or listed for trading), and of any other body with regulatory authority over the Company. In addition, each Committee member shall meet the definition of "non-employee director" under Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The Board, based on recommendations from the Nominating Committee, shall appoint the members of the Committee. The members of the Committee shall serve until their successors are appointed and qualify or until their earlier resignation, death, removal for any reason by a majority vote of the Board, or ineligibility to serve. The Board may designate a Chairman of the Committee and shall have the power to change the membership of the Committee and to fill vacancies in it, subject to the Company's by-laws.

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities, but in no event shall the Committee meet less than once during each fiscal year of the Company. Meetings may be held by telephone and actions may be taken by unanimous written consent. A majority of the members of the Committee shall constitute a quorum of the Committee. The vote of a majority of the members of the full Committee shall be the act of the Committee. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee shall maintain minutes of its meetings and records relating to those meetings and the Committee's activities and shall provide copies of such minutes to the Board. Except as expressly provided in this Charter or the

Company's by-laws or as required by applicable law, regulations, or listing standards, the Committee shall fix its own rules of procedure.

III. Outside Advisors

The Committee has the authority, in its sole discretion, to select, retain, and obtain the advice of compensation consultants, independent legal counsel and other advisors to assist with the execution of its duties and responsibilities as set forth in this Charter and shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultants, independent legal counsel and other advisors. The Committee, or the Chairman acting alone, have authority to approve contracts with and payment of fees and other compensation of compensation consultants, independent legal counsel and other advisors. The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation to any compensation consultants, independent legal counsel and other advisors retained by the Committee and the ordinary administrative expenses of the Committee.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Committee, other than in-house legal counsel, only after taking into consideration the factors specified in SEC Rule 10C-1(b)(4) and NASDAQ Listing Rule 5605(d)(3). The Committee may retain, or receive advice from, any compensation advisor they prefer, including those that are not independent, after considering the factors specified in SEC Rule 10C-1(b)(4) and NASDAQ Listing Rule 5605(d)(3). The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to (a) 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 and/or (b) 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.

IV. Duties and Responsibilities of the Committee

The Committee's duties and responsibilities generally are to: (1) determine and oversee the Company's executive compensation philosophy, structure, policies and programs, and assess whether the Company's compensation structure establishes appropriate incentives for management and employees; (2) discharge the responsibilities of the Board relating to the review and determination of compensation of the executive officers; (3) evaluate and make recommendations to the Board relating to the compensation of individuals serving as directors of the Company; and (4) produce, through the Corporate Secretary, a summary on executive compensation for inclusion in the Company's proxy statement under the CD&A in accordance with all applicable rules and regulations. In accomplishing these responsibilities, the Committee shall possess the following powers and duties:

(a) The Committee shall review and approve the compensation of the Company's Chief Executive Officer (the "CEO") and other executive officers, including base salary, bonus, long-term incentive awards, supplemental retirement benefits and any other compensation, and shall approve performance goals and objectives and evaluate at least annually the performance of the CEO and other executive officers in light of those goals and objectives and shall set the compensation level of the CEO and other executive officers based upon such evaluation. In determining the compensation levels of the CEO and other executive officers, the Committee shall consider the results of the Company's most recent stockholder advisory vote on executive compensation (the "Say on Pay Vote") and may consider other factors, including, but not limited to, the performance of the Company, stockholder returns, the compensation level of the CEO and other executive officers of the Company in previous years, the compensation levels of the chief executive officer and other executive officers at businesses comparable to the Company, and any additional factors that the Committee deems reasonable and appropriate. The CEO shall not be present during voting or deliberations on his or her compensation.

(b) The Committee shall meet annually with the CEO to receive his or her evaluation of and recommendations regarding compensation performance goals and the Company's progress towards meeting those goals.

(c) The Committee shall review and approve, and may administer, the Company's supplemental retirement benefit plans, all 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 ability to adopt, amend and terminate such agreements, arrangements or plans.

(d) The Committee shall annually review director compensation and benefits for service on the Board and Board committees and recommend any changes to the Board as necessary.

(e) The Committee shall review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans for the Company, 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 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 granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant. In connection with such authority, the Committee shall also oversee the timing of equity awards to ensure they are administered in accordance with Company policy and are not coordinated with the release of material nonpublic information. The Committee shall ensure that such awards or grants are administered in a manner consistent with the Company's compensation strategy and the terms of the plans.

(f) The Committee shall annually review and evaluate the risks arising from the Company's compensation policies and practices for its employees as they relate to risk

management practices and risk-taking incentives to determine whether such compensation policies and practices are likely to have a material adverse effect on the Company. If the Committee determines that such risks are likely to have a material adverse effect on the Company, then the Committee should review the Company's related proxy statement disclosure regarding such risks under Item 402(s) of SEC Regulation S-K.

(g) The Committee shall oversee the Company's incentive compensation arrangements for all "covered employees" (within the meaning of the federal banking agencies' Guidance on Sound Incentive Compensation Policies or any successor guidance) to determine if such arrangements are appropriately balanced and do not jeopardize the safety and soundness of the Company.

(h) The Committee may approve and adopt any programs or policies regarding the recovery of previously paid or earned compensation later determined to have been based on inaccurate financial or other information.

(i) The Committee shall also administer and oversee the Company's compensation recovery (clawback) policy adopted pursuant to SEC Rule 10D-1 and Nasdaq Listing Rule 5608, including any required enforcement actions and related public disclosures.

(j) The Committee may establish stock ownership guidelines and monitor compliance with such guidelines, including granting exceptions, where applicable.

(k) The Committee shall periodically review and assess the Company's insider trading policy and review any requested exceptions to such insider trading policy.

(l) The Committee shall (i) review and discuss with the Company's management the CD&A and recommend to the Board that the CD&A be included in the Company's proxy statement or Annual Report on Form 10-K to be filed with the SEC and (ii) report this review, discussion and recommendation in the Compensation Committee Report to be included in the Company's proxy statement or Annual Report on Form 10-K.

(m) The Committee shall oversee proposals to seek stockholder approval of (or input on, as the case may be) executive compensation matters, including the Say on Pay Vote and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans.

(n) The Committee shall review the results of the Say on Pay Vote and shall consider whether to implement, or recommend to the Board, any changes as a result of any Say on Pay Vote.

(o) The Committee shall act in an advisory capacity to the Board regarding compensation matters generally.

(p) The Committee shall have the authority to form and delegate any of its responsibilities, along with the authority to take action with relation to such responsibilities, to

one or more subcommittees and individual members of the Committee, as the Committee may deem appropriate in its sole discretion. Subject to applicable law, rules and regulations and the organizational documents of the Company, 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 officers, employees or a committee that includes one or more officers or employees of the Company.

(q) The Committee shall annually review and assess its own performance and the adequacy of this Charter, and shall recommend any proposed amendments to the Charter to the Board for approval.

(r) The Committee shall make periodic reports to the Board regarding compensation matters.