

TC BANCSHARES, INC.

COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

I. Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of TC Bancshares, Inc. (the “Company”) to assist the Board in fulfilling its responsibilities relating to the compensation and benefits provided to the Company’s executive management (for the purposes of this Charter, “executive management” means each individual qualifying as an “officer” of the Company as defined by Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) and Board of Directors. The Committee is authorized to review, evaluate and recommend various benefit plans and overall compensation for the Company and its wholly owned subsidiaries.

II. Committee Membership

The Committee shall be comprised of a minimum of three directors, each of whom shall satisfy the applicable listing standards of The Nasdaq Stock Market LLC (“Nasdaq”) for independence with respect to compensation committee membership, Rule 16b-3 of the Exchange Act or such other independence standards as established by the Board of Directors. Except as permitted under Nasdaq, no member of the Committee is permitted to accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof. Compensatory fees shall not include: (i) fees received as a member of the Committee, the Board or any other Board committee; or (ii) a receipt of fixed amounts of compensation under a retirement plan for prior service with the Company, provided that such compensation is not contingent in any way on continued service. The Board shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three, or in the event that the Board determines that the number of members on the Committee should be increased.

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Unless a Chair is appointed by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership.

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board of Directors. Any Committee member may resign effective upon giving written notice to the Chairman of the Board, the Corporate Secretary or the Board of Directors. The Board shall appoint a successor to take office when a resignation becomes effective.

III. Meetings

The Committee shall meet at least annually, and may hold additional meetings as needed or appropriate. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information. A majority of the entire Committee membership shall constitute a quorum, and all actions taken by the Committee shall require the affirmative vote of a majority of the membership of the Committee.

The Committee shall create written minutes of its meetings. Following approval by the Committee, the minutes shall be reported to the Board of Directors and shall be maintained with the books and records of the Committee.

The members of the Committee may participate in meetings of the Committee using communications equipment by which all persons participating in the meeting can hear each other.

IV. Authority and Responsibilities

The authority and responsibilities of the Committee shall include, but are not limited to, the following:

1. Establish, review, modify and recommend to the full board, from time to time as appropriate, the overall compensation philosophy of the Company.
2. Review, evaluate and recommend Company objectives relevant to the compensation of the Chief Executive Officer (“CEO”) and other executive officers; evaluate CEO performance relative to established goals; and review, evaluate and recommend to the full Board compensation of the CEO and other executive officers. The executive officer who is the subject of the compensation discussion may not be present during voting or deliberations on his or her such compensation.
3. Review, evaluate and recommend goals relevant to the compensation of the Company’s other executive management with the input of the CEO; and review such officers’ performance in light of these goals and determine (or recommend to the full Board for determination) such officers’ compensation based on this evaluation.
4. Review, evaluate and recommend succession planning and management development for executive officers, including the CEO including, without limitation, a management continuity plan in the event of an emergency or retirement of the CEO, and to monitor and review the Company’s talent management and succession planning processes for the Company’s key executives.
5. Review, evaluate and determine the compensation to be paid to non-executive directors of the Company and of affiliates of the Company for their service on the Board.
6. Review, evaluate and recommend to the full Board, the terms of employment and severance agreements/arrangements for executive officers, including any change of control and indemnification provisions, as well as other compensatory arrangements for executive management.
7. Oversee, and as directed by the Board, administer any stock benefit plans or any other incentive plans adopted by the Company. Review, evaluate and make recommendations to “non-employee directors,” as such term is defined by Rule 16b-3 of the Securities Exchange Act of 1934, of the Board regarding the administration of such awards.
8. To the extent required, prepare and publish an annual executive compensation report in the Company’s proxy statement.
9. Have the authority, and shall be afforded resources sufficient, to engage compensation consultants or legal advisers when determined by the Committee to be necessary or appropriate, but only after considering the factors relevant to the adviser’s independence from management specified in NASDAQ Listing Rule 5605(d)(3). The Compensation Committee shall have sole authority to retain and terminate any such consultant or legal adviser, including sole authority to approve the fees and other retention terms.
10. Report to the full Board any actions taken for ratification by the Board, as necessary.
11. Report the results of annual performance evaluation of the CEO at an executive session of nonexecutive directors.
12. Review reports on the Company’s Inclusion and Diversity Initiatives.
13. Annually review and reassess this Charter and recommend to the Board changes as needed.

Adopted as of June 16, 2021