



Compensation Committee Charter

Purpose

The Compensation Committee (the "Committee") of Eagle Financial Services, Inc. and Bank of Clarke County (the "Company") shall discharge the Board's responsibilities relating to the compensation of non-employee directors and executive officers of the Company.

Membership

The Committee shall be comprised of at least three directors. Each member of the Committee shall meet the independence and other applicable requirements of NASDAQ (including the independence standards of Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act), as interpreted by the Board of Directors in its business judgment.

Members of the Committee shall be appointed annually by the Chairman of the Board and shall serve until their successors are duly appointed.

Meetings

The Committee will meet at least once annually, or more frequently as circumstances dictate. The Committee may form and delegate authority to subcommittees when appropriate. The CEO may not be present at a Committee meeting during voting or deliberations on his compensation.

Duties and Responsibilities

- The Committee will review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation based on this evaluation.
- The Committee will review and approve, as appropriate, the compensation of all directors and other executive officers of the Company including incentive and equity-based compensation. The Committee shall attempt to ensure that the Company's compensation program is effective in attracting and retaining key employees, reinforcing business strategies and objectives for enhanced shareholder value and is administered in a fair and equitable manner consistent with established policies and guidelines.
- The Committee will make recommendations to the Board with respect to all equity compensation, employment agreements, severance arrangements, and change in

control agreements/provisions and other special supplement benefits for the CEO and the executive officers.

- The Committee will review director compensation levels and practices, and recommend, from time to time, changes in such compensation levels and practices to the Board based upon relevant peer comparison data.
- The Committee will annually review the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee will annually review its own performance.
- The Committee will perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deem appropriate.

Resources

The Committee is authorized to select, retain, terminate and approve the fees and other retention terms of compensation consultants, or other consultants it deems appropriate. The Committee also has the authority to obtain advice and seek assistance from legal, accounting and other advisors. Before selecting or receiving advice from a Committee advisor, the Committee will consider, in its sole discretion, the independence of the Committee advisor.

Original Adoption: June 19, 2013

Committee Approved: June 30, 2021