



COMMERCIAL BANCGROUP, INC. COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation Committee (the “*Compensation Committee*”) of the Board of Directors (the “*Board*”) of Commercial Bancorp, Inc. (the “*Company*”) shall be to:

- provide oversight of the Company’s compensation policies and plans, benefits programs, and overall compensation philosophy;
- from time to time review the Company’s policies, strategies, and progress related to human capital management, including succession planning for the Chief Executive Officer (the “*CEO*”) of the Company and other Company executive officers;
- assist the Board in discharging its responsibilities relating to (i) oversight of the compensation of the Company’s CEO and other executive officers and (ii) approving and evaluating the executive officer compensation plans, policies, and programs of the Company; and
- assist the Board in administering the Company’s equity compensation plans.

For purposes of this Compensation Committee Charter (this “*Charter*”), the term “executive officer” will refer to those officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”).

The compensation programs for the Company’s executive officers shall be (i) designed to attract, motivate, and retain talented executives responsible for the Company’s success, (ii) determined within a competitive framework, and (iii) based on the Company’s financial results, individual contributions, and a compensation philosophy of “pay for performance.”

In furtherance of the above-stated purpose, the Compensation Committee will undertake those specific duties and responsibilities listed below and such other duties and responsibilities as the Board may from time to time prescribe.

MEMBERSHIP

The Compensation Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Compensation Committee shall consist of no less than three members of the Board. The Board shall designate one member of the Compensation Committee as its chairperson. The Compensation Committee may form and delegate authority to subcommittees when appropriate, except to the extent such delegation would violate an applicable law, rule, or regulation, including any rule of an exchange upon which the Company’s securities are then listed. Members of the Compensation Committee must meet the following criteria (as well as any additional criteria mandated by applicable law or the rules or regulations of the U.S. Securities and Exchange Commission (the “*SEC*”) or any exchange upon which the Company’s securities are listed, or such other qualifications as are established by the Board from time to time):

- Each Compensation Committee member must be an “independent director” as defined by applicable Listing Rules of The Nasdaq Stock Market (the “*Nasdaq Rules*”) and applicable rules of the SEC; and
- Each Compensation Committee member must be a “non-employee director” as defined in Rule 16b-3 promulgated under Section 16 of the Exchange Act.

DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Compensation Committee shall include:

Executive and Other Compensation

- Annually reviewing and approving for the CEO and other executive officers of the Company: (i) annual base salaries, (ii) annual incentive bonuses, including the specific goals and amounts, (iii) equity compensation, (iv) any employment agreements, severance arrangements, and change in control agreements/provisions, (v) any signing bonuses or payments of relocation costs, and (vi) any other significant benefits, compensation, or arrangements not available to employees generally. In evaluating and determining CEO and other executive officer compensation, the Compensation Committee shall consider the results of the most recent shareholder advisory say-on-pay vote on executive compensation (“*Say-on-Pay Vote*”), if any, required by the rules and regulations promulgated under the Exchange Act.
- Reviewing and approving corporate goals and objectives relevant to the compensation of the CEO and other executive officers of the Company, evaluating performance at least annually in light thereof, and considering factors related to the performance of the Company, including accomplishment of the Company’s long-term business and financial goals.
- Evaluating, on a periodic basis, the competitiveness of (i) the compensation of the CEO and other executive officers of the Company and (ii) the Company’s compensation plans as a whole.
- Acting as administrator of the Company’s equity compensation plans, including reviewing and recommending to the Board for approval any equity award granting policy and delegating administrative authority to management or a subcommittee, as the Compensation Committee deems appropriate.
- Providing oversight of the Company’s compensation plans and recommending to the Board improvements or changes to such plans or the adoption of new plans when appropriate.
- Providing oversight of the Company’s 401(k) plan (the “**401(k) Plan**”), including recommending to the Board amendments to the 401(k) Plan, ensuring the 401(k) Plan’s continued compliance with all applicable laws and regulations, and, as appropriate, recommending to the Board the replacement of the 401(k) Plan, as well as delegating any such 401(k) Plan related duties to a 401(k) committee established by, and whose members may be appointed and removed by, the Board or the Compensation Committee.
- Reviewing and discussing with management the risks arising from the Company’s compensation policies and practices for all employees to determine if there is a reasonable likelihood the same could have a material adverse effect on the Company.

- Evaluating director compensation, consulting with outside consultants and/or the Company's Human Resources department when appropriate, and making recommendations to the Board regarding director compensation, including with respect to equity grants to directors.
- Recommending to the Board for adoption, or amendments to, any clawback policy allowing the Company to recoup compensation paid to employees, and administering any such clawback policy.

Organization and People Matters

- Reviewing periodically the succession planning for the CEO and other executive officers of the Company, and reporting its findings and recommendations to the Board, working with the Board in evaluating potential successors to these executive management positions, and conferring with the CEO of the Company to encourage executive management's employee development programs.
- Periodically reviewing or discussing with management the Company's human capital management activities, including the Company's disclosure of such activities in its public filings and reports. These activities include, among other things, matters relating to talent management and development, talent acquisition, and employee engagement.

Related Duties and Authority

- Reviewing and assessing the adequacy of this Charter, and recommending any proposed changes to this Charter to the Board, on an annual basis.
- Periodically reviewing and monitoring compliance with any stock ownership guidelines applicable to members of the Board and executive officers of the Company and recommending any proposed changes to the same to the Board.
- Consulting with the Company's Human Resources department and, in the Compensation Committee's sole discretion and at the expense of the Company, retaining, or obtaining the advice of, a compensation consultant, legal counsel, or other advisors (each an "***Advisor Firm***") to assist in the evaluation of executive officer compensation, director compensation, and other compensation-related matters before the Compensation Committee.
- Appointing, setting the compensation of, and overseeing the work of any Advisor Firm retained by the Compensation Committee. The Compensation Committee shall receive from the Company appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to Advisor Firms retained by the Compensation Committee, and any administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its activities. The Compensation Committee will also have the authority, in its sole discretion, to terminate any Advisor Firm. The Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of any Advisor Firm, and the authority granted in this Charter shall not affect the ability or obligation of the Compensation Committee to exercise its own independent judgment in fulfilling its duties and responsibilities under this Charter.
- In retaining or seeking advice from an Advisor Firm (other than in-house legal counsel), the Compensation Committee must take into consideration independence factors set forth in the Nasdaq Rules and applicable rules of the SEC, as in effect from time to time, including the following factors:
 - the provision by the Advisor Firm of other services to the Company;

- the amount of fees received from the Company by the Advisor Firm as a percentage of the total revenue of the Advisor Firm;
- the policies and procedures of the Advisor Firm that are designed to prevent conflicts of interest;
- any business or personal relationship of the Advisor Firm or its representatives with a member of the Compensation Committee;
- any stock of the Company owned by the Advisor Firm or its representatives; and
- any business or personal relationship of the Advisor Firm or its representatives with an executive officer of the Company;

provided that the Compensation Committee is not required to conduct an independence assessment for an Advisor Firm that acts in a role limited to the following activities: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees, and/or (ii) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the Advisor Firm and about which the Advisor Firm does not provide advice.

- Evaluating whether any Advisor Firm retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
- Reviewing and recommending to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say-on-Pay Votes, and reviewing and approving the proposals regarding Say-on-Pay Votes and the frequency thereof to be included in the Company's annual meeting proxy statements.
- As applicable, reviewing and discussing with management the Company's Compensation Discussion and Analysis ("**CD&A**") included in the Company's Annual Report on Form 10-K and annual meeting proxy statement, recommending, when appropriate, that the CD&A be included in the Company's Annual Report on Form 10-K and annual meeting proxy statement, and producing a report on executive compensation for inclusion in the Company's Annual Report on Form 10-K and annual meeting proxy statement that complies with the rules and regulations of the SEC and any other applicable rules and regulations.

MEETINGS

The Compensation Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Compensation Committee determines. The Compensation Committee may establish its own meeting schedule, which it will provide to the Board. The Compensation Committee may invite to its meetings other Board members, Company management, and such other persons as the Compensation Committee deems appropriate in order to carry out its duties and responsibilities.

MINUTES

The Compensation Committee shall maintain written minutes of its meetings and copies of all actions taken by the Compensation Committee by written consent, which minutes and copies of actions taken by written consent will be filed with the minutes of the meetings of the Board.

REPORTS

The Compensation Committee shall make regular reports to the full Board on the actions and recommendations of the Compensation Committee. The CEO of the Company may not be present during voting or deliberations regarding the CEO's compensation.

COMPENSATION

Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion.

Adopted by the Board of Directors on September 19, 2025