

**CHAIN BRIDGE BANCORP, INC.**  
**COMPENSATION COMMITTEE CHARTER**  
**Approved by the Board of Directors**  
**January 17, 2023**

**I. ROLE**

The role of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Chain Bridge Bancorp, Inc. (the “Company”) is to assist the Board in its responsibilities relating to:

1. Compensation and retention of senior executive officers (*i.e.*, any person with the title “Executive Vice President” and above).
2. Employee benefit programs of the Company.
3. The Company’s policies and strategies relating to its human capital management function.

**II. MEMBERSHIP AND ADMINISTRATION**

The members of the Committee shall be appointed annually by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The chairperson of the Committee (the “Chair”) shall be appointed by the Chairman of the Board.

The Committee shall consist of not fewer than three members of the Board, each of whom is determined by the Board to be independent (see Independence Standard below). Committee members shall be generally acquainted with human resources and compensation issues and have experience in one or more of the areas of the Committee’s responsibilities.

The Committee:

1. Will meet periodically as deemed necessary or appropriate to carry out its responsibilities, but not less than two times annually. Two members of the Committee shall constitute a quorum.
2. Will be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings (*i.e.*, unanimous written consent), notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
3. Will annually review and assess the adequacy of this Charter.
4. Will submit a report of its deliberations and actions to the Board.

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5. May request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. However, the CEO shall not attend portions of the Committee meeting when the Committee is deliberating or voting on the compensation of the CEO.
6. Shall keep minutes of each of its meetings. The minutes of each meeting shall be approved by the Committee at its next meeting and retained by the Chairman of the Board as permanent record of the Company.
7. Is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter and (b) any provision of the Bylaws of the Company.
8. Will have the resources and authority appropriate to discharge its duties and responsibilities.
9. May, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee consisting of one or more members.

**III. COMMITTEE RESPONSIBILITIES**

In carrying out its oversight responsibilities, the Committee will:

1. Review and approve the Company's Human Resource Policy annually.
2. Review and approve the overall compensation approach and strategy for the Company and its executive officers including performance measures.
3. Review and approve corporate goals and objectives relevant to the compensation of the Company's CEO.
4. 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, or recommend to the Board for determination, the CEO's compensation level based on this evaluation.
5. Review on an annual basis the performance of the Chairman of the Board and the CEO and document such reviews.
6. Review and approve cash incentives compensation plans which apply to all employees or to groups of employees.
7. Review and approves and equity and synthetic equity compensation plans and the participants in such plans.

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8. Approve issuances under, or any material amendment of, any tax qualified, non-discriminatory employee benefit plan or parallel nonqualified plan pursuant to which a director, officer, employee or consultant will acquire stock or options.
9. Review and approve, either as a Committee or by a majority of the other independent directors (as directed by the Board), issuances under, or any material amendment of, any stock option or other similar plan pursuant to which a person not previously an employee or director of the Company, as an inducement material to the individual's entering into employment with the Company, will acquire stock or options.
10. Review and approve all compensation programs involving the issuance of Company stock and other equity securities (or equivalents) that may be issued in the future.
11. Oversee any compensation recovery or recoupment policy applicable to the Company's executive officers that may be adopted by the Company from time to time.
12. Review employee supplementary benefits, including, but not limited to insurance, disability, retirement, vacation, sick pay and professional development.
13. In consultation with management, oversee regulatory compliance with respect to compensation matters.
14. Review compensation practices and trends of other companies to assess the adequacy of the Company's executive compensation programs and policies.
15. Review and approve, or recommend to the Board to approve (as determined by the Board), compensation for terminated executives, including any severance or similar termination payments proposed to be made to any current or former executive officer of the Company.

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**Independence Standard**

For purposes of this Charter, a member of the Board is not deemed independent if he or she is:

- A. a director who is, or at any time during the past three years was, employed by the Company;
- B. a director who accepted or who has a Family Member<sup>1</sup> who accepted any compensation from the Company in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following:
  - (i) compensation for board or board committee service;
  - (ii) compensation paid to a Family Member who is an employee (other than an executive officer) of the Company; or
  - (iii) benefits under a tax-qualified retirement plan, or non-discretionary compensation.
- C. a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the Company as an executive officer;
- D. a director who is, or has a Family Member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:
  - (i) payments arising solely from investments in the Company's securities; or
  - (ii) payments under non-discretionary charitable contribution matching programs.
- E. a director of the Company who is, or has a Family Member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the Company serve on the compensation committee of such other entity; or
- F. a director who is, or has a Family Member who is, a current partner of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three years.

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<sup>1</sup> "Family Member" means a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.