



OP BANCORP/OPEN BANK

JOINT HUMAN RESOURCES & COMPENSATION COMMITTEE CHARTER

I. PURPOSE AND AUTHORITY

The OP Bancorp/Open Bank Joint Human Resources & Compensation Committee (“Committee”) has been established by the Board of Directors (“Board”) of OP Bancorp (“Company”) to act on behalf of the Board in fulfilling the Board’s oversight responsibilities in relation to the Company’s overall human resources and compensation practices of the Company and its banking subsidiary Open Bank.

The Board has delegated to the Committee strategic and oversight responsibility for the overall compensation and human resources programs and practices for the Company. The Company’s compensation policies, programs, and plans are designed to attract, motivate and retain the highly talented individuals the Company’s needs to drive high performance and business success.

The Committee believes that the most effective compensation programs is one that is designed to reward the achievement of specific annual, long-term and strategic goals, and which aligns executives’ interests with those of the shareholders by rewarding achievement of pre-established performance goals, with the ultimate objective of improving shareholder value.

The Committee shall provide the Company’s executive compensation philosophy and compensation structure required for the Company’s annual proxy statement in accordance with applicable rules and regulations.

The Committee has the authority to recommend to the Board for final approval, CEO compensation and to grant stock awards and other incentive compensation. The Committee will bring all items of significance to the attention of the full Board of the Company.

II. COMMITTEE MEMBERSHIP

The members of the Committee shall be directors of OP Bancorp. The Committee shall have at least two (2) members, each of whom is to be free of any relationship that, in the opinion of the Board, would interfere with the member’s exercise of independent judgment and applicable laws and regulations, (including NASDAQ Rule 5605(a)(2) and the “disinterested” person rules provided by Rule 16b-3 of the Securities Exchange Act of 1934 and “outsider director” rules of Section 162(m) of the Internal Revenue Code of 1986, as amended).

In determining whether a director is eligible to serve on the Committee, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other



compensatory fee paid by the Company to such director; and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. In this regard, while the Board may conclude differently with respect to individual facts and circumstances, the ownership of Company stock by itself, or possession of a controlling interest through ownership of Company stock by itself, does not preclude the Board from finding that it is appropriate for a director to serve on the Committee.

No member of the Committee may accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof. Compensatory fees do not include: (i) fees received as a member of the Committee, the Board or any other board committee; or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service).

Committee members shall serve until resignation or replacement by the Board and appointment of a successor. Committee members may be removed by a majority vote of the full Board. The Board shall appoint the chair of the Compensation Committee.

The Committee members are appointed by the Board at its annual organizational meeting and shall serve until their successors shall be duly qualified and appointed. The Board may remove or add a member at any time.

III. CURE PERIOD

If the Company fails to comply with the Committee membership requirement due to a vacancy, or because a Committee member ceases to be independent due to circumstances beyond the member's reasonable control, the Company shall regain compliance with the requirement by the earlier of its next annual shareholders meeting or one year from the occurrence of the event that caused the failure to comply with this requirement; provided, however, that if the annual shareholders meeting occurs no later than 180 days following the event that caused the failure to comply with this requirement, the Company shall instead have 180 days from such event to regain compliance. A Company relying on this provision shall provide notice to NASDAQ immediately upon learning of the event or circumstance that caused the noncompliance.

IV. STRUCTURE AND MEETINGS

The Committee shall conduct its business in accordance with this Charter, the Company's Bylaws and direction by the Board.

The Committee Chair shall be an outside director of the Company or in the absence of the Chair, his/her designee.

The Committee will meet no less frequently than three (3) times a year, unless changed by majority approval. Additional meetings may occur as the Committee Chair or a majority of the members of the Committee deems advisable, upon such notice as is required for special



Committee meetings in accordance with the Company's Bylaws. A majority of the Committee, but not less than two (2) members shall constitute a quorum for the transaction of business.

The Committee Chair will preside at each meeting and shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Chair of the Committee (or other member designated by the Chair or the Committee in the Chairperson's absence) will cause to be kept minutes of all its proceedings, which will be maintained with the books and records of the Company. The Committee will report its actions to the next meeting of the Board and Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

The Compensation Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, any provision of the Bylaws of OP Bancorp, or the laws of the State of California.

V. AUTHORITY TO ENGAGE CONSULTANTS

The Compensation Committee shall have the following authority:

- A. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser.
- B. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee.
- C. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:
 - the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - any business or personal relationship of the compensation consultant, legal



counsel or other adviser with a member of the Committee;

- any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Compensation Committee is not required to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee. The Committee in all cases must exercise its own judgment in fulfillment of the duties of the Committee.

The Committee is required to conduct an independence assessment outlined above with respect to any compensation consultant, legal counsel or other adviser that provides advice to the compensation committee, other than in-house legal counsel. However, the compensation consultant, legal counsel or other compensation adviser is not required to be independent (i.e., the Committee's duty is to consider the above enumerated independence factors before selecting, or receiving advice from, a compensation adviser). The Committee may select, or receive advice from, any compensation adviser they prefer, including ones that are not independent, after considering the six independence factors outlined above.

The Committee is not required to conduct an independence assessment for a compensation adviser 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 the Company or any subsidiary or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

Any communications between the Compensation Committee and legal counsel will be considered privileged communications of the Company.

VI. DUTIES AND RESPONSIBILITIES

- A. Annually review the Company's competitive position for each component of the overall human resource and compensation plan (especially base salary, annual incentives, long term incentives, and supplemental executive benefit programs). This review will use but not be limited to market data for appropriate peer companies and industry practices. The Committee will also review trends in



compensation in all industries. The Committee shall report its findings to the full Board.

- B. Annually review with the CEO, the Company's compensation strategy to assure that the CEO and the Management Team (Senior Vice President and above) and their compensation is in relation to their contributions to the Company's growth, profitability, and meeting strategic goals.
- C. Annually review and recommend for approval to the Board the overall performance and total compensation for the CEO and all other executive officers. Factors to consider in evaluating compensation may include agreed upon goals and objectives relevant to compensation and performance in light of those goals and objectives. In determining the CEO's total compensation, the Committee should consider the Company's performance and relative stockholder return, and the value of similar incentive awards to CEOs at comparable companies. The CEO may not be present during voting or deliberations on his or her compensation.
- D. Annually review the Company's competitive position for each component of executive compensation (especially base salary, annual incentives, long-term incentives, and supplemental executive benefit programs). This review will use but not be limited to market data for appropriate peer companies and industry practices. The Committee will also review trends in compensation in all industries. The Committee shall report its finding to the full Board.
- E. Annually review and recommend to the Board:
 - the annual director's compensation, and
 - any additional compensation for service on committees of the Board, service as a committee or Board chairman, meeting fees or any other benefit payable by virtue of the director's position as a member of the Board.
- F. Evaluate and approve recommendations from the CEO regarding compensation and other employment related matters such as hiring, promotions, terminations or severance payments for all Executive Vice Presidents. Post review of recommendations from the CEO regarding compensation and other employment related matters such as hiring, compensation, promotions, terminations or severance payments for all Senior Vice Presidents.
- G. Periodically review and recommend to the Board all matters pertaining to broad based benefit plans of the Company, equity plans, senior management or director bonus plans and pension plans and performance based plans.



- H. Review, establish and modify, as it sees fit, all employment policies and procedures related to officers and directors.
- I. Administer the annual executive incentive compensation plan in a manner consistent with the Company's compensation strategy including the following incentive plan elements:
 - Eligibility and participation;
 - Annual allocation and actual award of equity incentive grants paid to CEO and the members of the Management Team; Corporate financial goals as they relate to total compensation;
 - Total funds reserved for payment under the plan; and
 - Annual review of the incentive plans including equity and cash Management Incentive Plan.
- J. Recommend to the Board for approval the submission to shareholders of all new equity-related incentive plans, and administer the Company's long term incentive programs in a manner consistent with the terms of the plans including the following:
 - Eligibility;
 - Vesting terms and conditions; and
 - Total shares reserved for grants.
- K. Annually review the CEO and Management Succession Plan.
- L. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility.
- M. Perform any other duties or responsibilities the Board may expressly delegate to the Committee from time to time on matters relating to the Company's compensation programs.

VII. PERFORMANCE EVALUATION

The Company hereby certifies that it has adopted this charter as of the date written below and the Committee shall continue to annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance. In conducting this review, the Committee shall address all matters that it considers relevant to its performance, including at least the



following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board; the manner in which they were discussed or debated; and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

VIII. COMMITTEE RESOURCES

The Committee may retain outside experts for advice on any matter under review as it may deem necessary or appropriate with prompt notice to the Chairman or the Board. The Committee may form and delegate authority to subcommittees when appropriate.

Approved by Human Resources & Compensation Committee

Date: February 22, 2024