

**JOHN MARSHALL BANCORP, INC.  
JOHN MARSHALL BANK  
COMPENSATION COMMITTEE CHARTER**

**STATEMENT OF POLICY**

The Compensation Committee shall provide assistance to the board of directors in fulfilling the board of directors' responsibilities relating to management performance, compensation and succession.

**ORGANIZATION**

The members of the Compensation Committee shall be appointed by the board of directors and may be removed by the board of directors. The chairman shall be chosen annually at the board of director's annual organizational meeting. The Compensation Committee shall meet at least annually on the call of its chairman. A majority of the members of the Compensation Committee shall be a quorum to transact business.

**QUALIFICATIONS**

The Compensation Committee shall be composed of two or more directors. Each member of the Compensation Committee shall be independent in accordance with the rules of The Nasdaq Stock Market, a "non-employee director" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), an "outside director" for the purposes of Section 162(m) of the Internal Revenue Code, and free of any relationship that would interfere with his or her exercise of independent judgment as a Compensation Committee member.

**POWERS, DUTIES AND RESPONSIBILITIES**

In discharging its responsibilities for management performance, compensation and succession, the Compensation Committee shall:

- Review and evaluate the performance of the chief executive officer and the other executive officers in light of goals and objectives set by the board of directors that include the Company's financial performance and return to stockholders. As used herein, the term "executive officer" means each of the officers covered under Rule 16a-1(f) of the Exchange Act.
- Establish the compensation of the chief executive officer. Review the compensation of the other executive officers upon recommendation of the chief executive officer. Compensation to include base salary, cash bonuses and other incentive compensation, equity awards, retirement contributions, employee benefits and perquisites. The chief executive officer may not be present during any voting or deliberations by the Compensation Committee on his or her compensation.

- Make recommendations to the board of directors with respect to employment and change in control agreements, annual incentive compensation plans, deferred compensation plans, executive retirement plans, and equity based plans.
- Consider and make recommendations to the board of directors on matters relating to board of director compensation.
- Review the Company's incentive compensation programs, practices and policies to determine whether they encourage excessive or inappropriate risk taking.
- Consider and make recommendations to the board of directors on matters relating to the succession of the chief executive officer.
- Consider and approve the report of the Compensation Committee for inclusion in the Company's proxy statement, if required to be included.
- In its sole discretion, select, retain and obtain the advice of knowledgeable, informed, industry-experienced and independent compensation consultants or other advisers, as necessary, to assist the Compensation Committee with the execution of its duties and responsibilities, after considering the independence factors specified in Nasdaq Rule 5605(d)(3)(D). The Compensation Committee shall set the compensation, and oversee the work, of the compensation consultant or adviser and shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the board of directors, for the payment of compensation to its compensation consultants or advisers.
- Review this charter at least annually and recommend any proposed changes for consideration by the board of directors.
- Report the matters considered and actions taken by the Compensation Committee to the board of directors.

Approved by Board of Directors: February 20, 2024