

FIRST US BANCSHARES, INC.
COMPENSATION COMMITTEE CHARTER

POLICY SUBMITTED BY: Compensation Committee

INITIAL APPROVAL BY COMPENSATION

COMMITTEE: February 19, 2004

LAST APPROVAL BY COMPENSATION COMMITTEE:

MARCH 12, 2021

LAST RECOMMENDATION/APPROVAL BY BOARD:

March 12, 2021

FIRST US BANCSHARES, INC.
COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of First US Bancshares, Inc. (the “Corporation”) is to aid the Board in meeting its responsibilities with regard to oversight and determination of executive compensation. Among other things, the Committee reviews, approves and recommends to the Board for approval salaries and other compensation of the Corporation’s executive officers, and oversees and administers the Corporation’s equity and cash incentive plans (including reviewing, approving and recommending to the Board for approval various awards to eligible participants under such plans).

II. MEMBERSHIP

The Compensation Committee shall consist solely of independent directors, as required by the listing rules of the Nasdaq Stock Market (“NASDAQ”) promulgated pursuant to Rule 10C-1 under the Securities Exchange Act of 1934, as amended and in effect from time to time, and shall be composed of not less than two (2) directors. Appointment to the Committee, including designation of the Chairperson of the Committee, shall be made on an annual basis by the full Board upon recommendation of the Executive, Nominating and Corporate Governance Committee of the Board. The Board shall determine in its business judgment whether each member of the Committee satisfies the eligibility requirements of the NASDAQ listing rules. Committee members may be removed by a majority vote of the Board, and vacancies will be filled by a majority vote of the Board.

III. MEETINGS; SUBCOMMITTEES

Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by written consent. When necessary, the Committee shall meet in executive session outside of the presence of any senior executive officer of the Corporation. The Committee shall keep minutes of each meeting. The Chairperson of the Committee shall report on activities of the Committee to the full Board. In fulfilling its responsibilities, as set forth below, the Committee shall have authority to delegate its authority to subcommittees, in each case to the extent permitted by applicable law. No subcommittee will have any final decision-making authority on behalf of the Committee or the Board. Any such subcommittee shall keep the Committee advised of its activities.

IV. KEY RESPONSIBILITIES

The Compensation Committee shall:

1. Meet in executive session to determine the compensation of the Chief Executive Officer (the “CEO”) of the Corporation. In determining the amount, form and terms of such compensation, the Committee shall conduct an annual performance evaluation of the CEO (which is to be conducted by the Committee in conjunction with the Executive, Nominating, and Corporate Governance Committee in light of corporate goals, objectives, and such other factors as the committees shall deem relevant) and review competitive market data pertaining to CEO compensation at comparable companies and such other

factors as it shall deem relevant. The Committee shall be guided by, and seek to promote, the best interests of the Corporation and its shareholders. The CEO may not be present during any voting or deliberations by the Committee on the CEO's compensation.

2. Determine salaries, bonuses and other matters relating to compensation of the Corporation's other "executive officers" (as such term is defined in Rule 3b-7 under the Securities Exchange Act of 1934, as amended). In determining the amount, form and terms of such compensation, the Committee shall consider the officer's performance in light of corporate goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Corporation and its shareholders. The CEO of the Corporation may be present at meetings during which such compensation (other than for the CEO) is under review and consideration but may not vote.
3. Review and make recommendations to the Board with respect to shareholder proposals related to compensation matters.
4. Review and make recommendations to the Board regarding the Corporation's policies and procedures pertaining to director compensation. Review and make recommendations from time to time on the adequacy and effectiveness of Board compensation in relation to other U.S. bank holding companies and/or other financial institutions.
5. Review and make recommendations to the Board regarding executive compensation and benefit plans and programs.
6. As requested by the Corporation's management, review, consult and make recommendations and/or determinations regarding employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs (except to the extent specifically delegated to a Board-appointed committee with authority to administer a particular plan).
7. Oversee and administer the Corporation's equity and cash incentive plans, including the review and approval (or, if required by the terms of the plan, recommendation to the Board for approval) of various awards to eligible participants under such plans.
8. Provide and approve the Compensation Committee Report to be included in the Corporation's annual proxy statement.
9. Review and discuss with management the Compensation Discussion and Analysis ("CD&A") required by the rules of the Securities and Exchange Commission and, based on such review and discussion, recommend to the Board that the CD&A be included in the Corporation's Annual Report on Form 10-K or the Corporation's annual proxy statement.
10. When appropriate, be authorized to designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the

Committee as the Committee shall direct.

11. Annually review and reassess the adequacy of this Charter and recommend any changes to the full Board. The Committee shall annually review the Committee's own performance.

V. RELIANCE; EXPERTS; COOPERATION

A. Retention of Consultants, Counsel and Other Advisers.

The Committee has the power, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser ("Adviser") as it deems necessary or appropriate to carry out its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the Committee. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee. The Committee may select, or receive advice from, an Adviser (other than in-house legal counsel, if any) only after assessing the independence of such Adviser by taking into consideration the following factors:

1. The provision of other services to the Corporation by the person who employs the Adviser (the "Employer");
2. The amount of fees received from the Corporation by the Employer, as a percentage of the total revenue of the Employer;
3. The policies and procedures of the Employer that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the Adviser with a member of the Committee;
5. Any stock of the Corporation owned by the Adviser; and
6. Any business or personal relationship of the Adviser or the Employer with an executive officer of the Corporation.

The Committee must conduct this independence assessment with respect to any Adviser (other than in-house legal counsel, if any) that provides advice to the Committee, regardless of who retained the Adviser, and such assessment shall occur on at least an annual basis. Notwithstanding the foregoing, the Committee may select, or receive advice from, any Adviser that it prefers, including ones that are not independent, after considering the six independence factors outlined above. Additionally, no assessment is required with respect to an Adviser that solely consults on a broad-based plan that does not discriminate in favor of executive officers or directors and that is available generally to all salaried employees, and/or that provides information that either is not customized for the Corporation or is customized based on parameters not developed by the Adviser, and about which the Adviser does not provide advice.

B. Reliance Permitted.

In carrying out its duties, the Committee may act in reliance on the Corporation's management, independent public accountants, internal auditors and any Advisors and experts as it deems necessary or appropriate.

C. Investigations.

The Committee has the power, in its discretion, to conduct any investigation as it deems necessary or appropriate to enable it to carry out its duties.

D. Required Participation of Employees.

The Committee will have unrestricted access to the Corporation's independent public accountants, internal auditors, outside counsel and anyone else in the Corporation, and may require any officer or employee of the Corporation or the Corporation's outside counsel or independent public accountants to attend any meeting of the Committee or to meet with any members of, or Advisors to, the Committee.

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