

**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. Half of the members of the Compensation Committee shall be a quorum to transact business.

QUALIFICATIONS

The Compensation Committee shall be composed entirely of independent directors within the meaning of the listing standards of the principal national securities exchange on which a class of the Bank's equity securities are listed, or if no securities are so listed, within the meaning of the listing standards of The Nasdaq Stock Market.

POWERS, DUTIES AND RESPONSIBILITIES

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

- Review and evaluate chief executive officer and senior management performance, in light of goals and objectives set by the board of directors that include the bank's financial performance and return to stockholders.
- Establish the base compensation of the chief executive officer, and review and approve the base compensation of senior management as proposed by the chief executive officer.
- Annually review and approve perquisites for the chief executive officer and senior management.
- Consider and make recommendations to the board of directors on matters relating to organization and succession of senior management.
- Consider and make recommendations to the board of directors on matters relating to board of director compensation.
- Consider and approve the report of the Compensation Committee for inclusion in the Bank's proxy statement, if required to be included.

- Consider and make recommendations to the board of directors regarding the retention of independent compensation consultants or special legal counsel focused on compensation issues, which shall be advisors to the Compensation Committee.
- Make recommendations to the board of directors with respect to incentive compensation plans, deferred compensation plans, executive retirement plans, and equity based plans.
- Annually review and update this charter for consideration by the board of directors.
- Report the matters considered and actions taken by the Compensation Committee to the board of directors.