



## **COMPENSATION COMMITTEE CHARTER**

### Purpose of Committee

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Primis Financial Corporation (the "Company") and Primis (the "Bank") is to discharge the Board's responsibilities relating to compensation of Company's and the Bank's directors, Chief Executive Officer ("CEO") and other executive officers. The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company and the Bank as they affect the CEO and executive officers.

### Committee Membership

The Committee shall consist of a minimum of three members. The Committee will consist solely of "independent directors" i.e. those directors who are neither officers nor employees of the Company, the Bank or any of their subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the independent exercise of judgment in carrying out the responsibilities of a director. Members of the Committee must also otherwise be "independent" under the rules of the NASDAQ Stock Market. At least two members of the Committee shall also qualify as "non-employee" directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

Members of the Committee will be appointed by the Board annually upon the recommendation of the Corporate Governance Committee. Members will serve until such member's successor is duly elected and qualified or until such member's earlier resignation, removal, disqualification or death. The members of the Committee may be removed by the Board, with or without cause, at its discretion.

### Committee Structure and Operations

The Committee shall meet as frequently as the Committee deems necessary, and shall maintain adequate minutes and records of all meetings. The operation of the Committee, including with respect to actions without meetings, notice of meetings and waiver of notice, quorums and voting requirements, shall be as set forth in the Company's Bylaws. The Board will designate one member of the Committee as the Chairperson. The Committee may meet in person or telephonically at scheduled times

and places determined by the Committee chairperson. The Committee may also take action by unanimous written consent when deemed necessary or desirable.

All directors of the Company or the Bank who are not members of the Committee may generally attend meetings of the Committee but may not vote on any matter coming before the Committee for a vote. Additionally, the Committee may invite to its meetings any director, member of management of the Company or the Bank, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate, including a director who is not a member of the Committee, in order to carry out its responsibilities. The CEO, and any officer whose compensation is discussed or determined by the Committee, may not be present at a Committee meeting during voting or deliberations on his or her compensation.

#### Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

- 1) To approve the Company's and the Bank's compensation philosophy and to oversee and monitor the executive compensation policies, plans and programs for the Company's and the Bank's executive officers to ensure that they are consistent with the Company's and the Bank's compensation philosophy and objectives, as well as the long-term interests of the Company's shareholders;
- 2) To annually review and recommend corporate goals and objectives relevant to the compensation of the CEO and evaluate the performance of the CEO in light of these goals and objectives;
- 3) Based on the foregoing evaluation, to review and determine, at least annually, the compensation of the CEO and, with respect to any incentive compensation, consider the Company's and the Bank's achievements based on performance measures established by the Committee and such other factors as the Committee deems appropriate;
- 4) To annually review the performance of the executive officers other than the CEO;
- 5) To review and approve, at least annually, the compensation of the executive officers other than the CEO;
- 6) To review and approve, as appropriate, any new incentive compensation plans, including cash and equity-based plans, and, as may be required, any amendments to existing plans relative to the Company's and the Bank's executive officers;
- 7) To oversee the Company's compliance with the rules and regulations of the Securities and Exchange Commission (the "SEC") regarding shareholder approval

of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirements under the NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans;

- 8) To act as the administrator for the Company's stock incentive plans and approve, in its discretion, awards, including stock options, restricted stock awards, performance stock awards or other awards, pursuant to the Company's 2019 Stock Awards and Incentive Plan and 2017 Equity Compensation Plan or any similar plan;
- 9) To annually review the policies and criteria for the administration of all executive compensation programs, the operations of the compensation programs and whether they are achieving their intended purposes;
- 10) To review and approve, as appropriate, employment agreements, severance agreements, or change in control agreements and change in control provisions affecting any elements of compensation and benefits and any special or supplemental compensation benefits with any of the Company's or the Bank's executive officers and any individuals who formerly served as executive officers, including consulting arrangements, supplemental retirement benefits and the perquisites provided to them during and after employment;
- 11) To oversee the evaluation of the Company's and the Bank's management and, in consultation with the independent directors of the Company and the CEO, to review succession planning and management development activities and strategies regarding the CEO and other members of senior management, and to discuss the Company's and the Bank's overall management resources;
- 12) To oversee compliance with applicable laws and regulations relating to and affecting employee compensation matters, including monitoring the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers;
- 13) To review from time to time and make recommendations to the Board with respect to director compensation, including retainers, committee fees, stock options and other similar items as appropriate;
- 14) To review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the SEC with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included;

- 15) To prepare the annual Compensation Committee Report required by the rules of the SEC to be included in the Company's annual proxy statement;
- 16) From time to time, but in any event no less than annually, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
- 17) To review and evaluate, at least annually, the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter; and
- 18) To perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

#### Reporting of Committee Activities to the Board of Directors

The Committee shall report on its activities to the Board regularly and, where appropriate, its recommendations for action to the Board at the next meeting subsequent to that of the Committee. Certain action by the Committee may be similarly reported to the Board for approval, ratification, and/or confirmation.

#### Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

#### Resources and Authority of the Committee

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority, in its sole discretion, to select, retain, terminate, and approve the fees and other retention items of special counsel or other advisers, experts or consultants ("Committee Adviser"), as it deems appropriate, without seeking approval of the Board or management to assist it in performance of its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Committee Adviser.

Before selecting or receiving advice from a Committee Adviser, the Committee shall consider, in its sole discretion, the independence of the Committee Adviser from management specified in the NASDAQ rules.

The Company and the Bank shall provide the Committee appropriate funding, as determined by the Committee in its sole discretion, for the payment of reasonable compensation to any Committee Adviser.

Approved by the Boards: August 20, 2020