TheBancorp™

Charter of the Compensation and Talent Committee of the Board of Directors of The Bancorp, Inc.

I. Committee purpose & mandate

The Compensation and Talent Committee (the "Committee") is appointed by the Board of Directors (the "Board") of The Bancorp, Inc. (the "Company") to carry out the responsibilities delegated by the Board relating to the review and determination of executive and other compensation, including: (i) overseeing the Company's executive compensation program generally; (ii) evaluating and setting compensation for the Company's Chief Executive Officer ("CEO") and other executive and senior officers and directors; (iii) overseeing the evaluation of the CEO; (iv) overseeing the administration of the Company's executive and other compensation plans relating to cash compensation, incentive compensation, equity-based awards and other benefits and perquisites; (v) preparing the report of the Committee required to be included in the proxy statement for the Company's annual meeting or the Company's Annual Report on Form 10-K in accordance with the rules of the Securities and Exchange Commission (the "SEC"); and (vi) overseeing the Company's talent management and succession planning strategies and practices.

[Nasdaq Listing Rules 5605(d)(1)(A) and (B)]

II. Committee membership

The Committee shall be comprised of at least three directors. Each member of the Committee shall (i) qualify as a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and (ii) be "independent" in accordance with the listing rules (the "Listing Rules") of the Nasdaq Stock Market ("Nasdaq"), the rules and regulations of the SEC and any other provision of law applicable to the Company, as well as the Company's Director Independence Standards, subject to any exceptions or cure periods as the Listing Rules may from time to time permit. In affirmatively determining the independence of any director who will serve on the Committee, the Board must determine whether such director has a relationship to the Company that is material to that director's ability to be independent from management in connection with the duties of a 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.

The Chair and members of the Committee shall be appointed by the majority of the Board based on recommendations from the Nominating and Governance Committee of the Board. The Chair and members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation. If the Board does not designate a Chair, the members of the Committee, by a majority, vote, may designate a Chair. The majority of the independent directors of the full Board may remove any member from the Committee at any time with or without cause.

[Nasdaq Listing Rules 5605(d)(1)(A) and (d)(2); IM-5605-6; Rule 16b-3 under the Exchange Act]

III. Committee authority and responsibilities

The Committee shall have the following authority and responsibilities:

Compensation Strategy and Plans

- Develop executive compensation strategy and determine appropriate levels of executive officer compensation, including the mix between fixed and incentive compensation, and the mix between short-term and long-term incentive compensation.

- Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in the light of those goals and objectives, and recommend for Board approval the CEO's compensation based on this evaluation. The CEO may not be present during voting or deliberations on his or her compensation. *[Nasdaq Listing Rule 5605(d)(1)(B) and (C)]*

- Review and recommend for Board approval the compensation of the second most senior executive officer of the Company (other than the CEO), as recommended by the CEO. *[Nasdaq Listing Rule 5605(d)(1)(B)]*

- Review and determine or ratify the compensation of the Company's other executive officers, including any officer filing reports under Section 16 of the Exchange Act ("Section 16 officers"), as recommended by the CEO, and review the compensation of any employees directly reporting to the CEO who are not Section 16 officers. The Committee's review may include a review of competitive market data for these individuals, consideration of market conditions, and other factors, as deemed necessary. *[Nasdaq Listing Rule 5605(d)(1)(B)]*

- Review, and make recommendations to the Board regarding, the Company's incentive compensation plans and oversee the administration of executive and management incentive plans, long-term incentive compensation plans for employees and directors, employee stock purchase plans, and other executive and director compensation arrangements. Such responsibilities shall include (i) approving all officer long-term

incentive compensation awards; (ii) approving awards for executive officers under executive incentive plans, and (iii) ratifying all bonus awards to employees of the Company's subsidiaries prior to payment.

- Review and approve, or make recommendations to the Board regarding, employment agreements, severance agreements or change in control agreements for any Section 16 officer.

- Recommend for Board approval on an annual basis the compensation of non-employee directors, including appropriate levels of compensation for service on Board committees and reimbursement of expenses incidental to a director's service. No employee of the Company or any of its subsidiaries may receive compensation as a director or member of any Board committee.

- Collaborate with the Nominating and Governance Committee and the Audit Committee (and such other Board committees as appropriate) by providing compensation-related guidance in connection with changes in Board or executive management team composition due to resignation, retirement, or such other events, and make compensation-related recommendations accordingly.

- Review the Company's incentive compensation arrangements to determine whether such arrangements encourage excessive risk-taking. Review and discuss at least annually the relationship between risk management policies and compensation, and annually evaluate compensation policies and practices that could mitigate any such risk, including the Company's Executive Compensation Clawback Policy and General Compensation Clawback Policy. *[Item 402(s) of Regulation S-K and Nasdaq Listing Rule 5608]*

- Oversee the Company's compliance with the regulatory requirements associated with the compensation of its officers, including applicable bank regulatory requirements.

Compensation Disclosures

- Review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation ("Say on Pay Votes") required by Section 14A of the Exchange Act, taking into account the most recent stockholder advisory vote on frequency of Say on Pay Votes, and review and approve the proposals regarding Say on Pay Votes included in the Company's proxy statement for its annual meeting. In evaluating and determining compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation. *[Item 402(b)(vii) of Regulation S-K]*

- Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related compensation information. Recommend that the CD&A and related compensation information be included in the Company's annual meeting proxy statement or Annual Report on Form 10-K, and produce the Compensation Committee Report required to be included in the Company's annual meeting proxy statement or Annual Report on Form 10-K. *[Item 407(e)(5) of Regulation S-K]*

Stock Ownership

- Review and approve, or make recommendations to the Board regarding, minimum Company stock ownership requirements of the directors and executive officers, as appropriate, and periodically review compliance with such requirements.

Talent Management and Succession Planning

- Review and assess the development, implementation, and effectiveness of the Company's talent management strategies and practices as the Committee deems appropriate, including, but not limited to, those relating to recruitment, retention, performance, engagement, leadership development, and culture.

- Review and assess the succession plan for the Company's key executives and officers and make recommendations to the Board with respect to such matters as the Committee deems appropriate.

- Collaborate with the Nominating and Governance Committee and any other Board committees as appropriate to oversee compensation, talent management and succession planning.

IV. Compensation consultants and other advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant, outside legal counsel and such other advisors as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, outside legal counsel and other advisor retained by it. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to the Committee's compensation consultants, outside legal counsel and any other advisors. The Committee shall not, however, be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Committee must take into consideration all factors relevant to such advisor's independence, including the factors specified in the Listing Rules, and any other applicable law or regulation. The Committee shall ensure that any disclosure required by the rules and regulations of the SEC or Nasdaq related to the foregoing is included in the Company's proxy statement. The Committee is not required to conduct an independence assessment for any compensation consultant or other advisor that acts in a role limited to: (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees; or (ii) providing information that is not customized for a

particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any "conflict of interest," in accordance with the meaning of such term in Item 407(e)(3)(iv) of Regulation S-K.

[Nasdaq Listing Rules 5605(d)(1)(D) and 5605(d)(3); Item 407(e)(3)(iv) of Regulation S-K]

V. Committee structure and operations

The Committee shall meet at least four (4) times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. Unless otherwise provided in the Company's Bylaws, the Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate; provided, however, that the Committee shall meet regularly without such members present, and in all cases the CEO shall not be present during voting or deliberations regarding his or her compensation or performance.

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action with respect to such responsibilities, to one or more subcommittees as the Committee may determine in its discretion.

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct such evaluation in any manner it deems appropriate.

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

[Nasdaq Listing Rules 5605(d)(1) and 5605(d)(1)(A)]