

# COMMUNITY BANKERS TRUST CORPORATION

## COMPENSATION COMMITTEE

### CHARTER

Revised May 16, 2014

#### **Overview**

The Compensation Committee is appointed by the Board of Directors of Community Bankers Trust Corporation to assist the Board in the fulfillment of its oversight responsibilities with respect to the Company's executive compensation programs.

The Company's compensation program generally consists of salary, annual bonus and incentives, equity-based long-term compensation and benefits. The Committee shall review and establish the compensation program for the Company's executive officers and directors and ensures that they are compensated in accordance with the Company's total compensation objectives and executive compensation policy. The Committee shall advise, recommend and approve policies, strategies and pay levels necessary to support organizational objectives.

#### **Purpose**

The Committee shall specifically perform the Board's oversight responsibilities with respect to:

- the compensation of the Company's Chief Executive Officer and other executive officers and other key employees;
- the administration of incentive compensation plans, including stock plans and short- and long-term incentive compensation plans; and
- the approval, review and oversight of certain other benefit plans of the Company.

It is the responsibility of the Committee to review and approve the Company's executive compensation philosophy, review and approve the Company's executive compensation programs and awards, review and recommend to the Board, as applicable, the Company's short- and long-term incentive compensation plans, review and recommend to the Board the compensation of the Chief Executive Officer and review and approve compensation for executive officers other than the Chief Executive Officer.

#### **Committee Composition and Meetings**

The Committee shall be composed of three or more directors, none of whom shall be executive officers or employees of the Company and each of whom shall satisfy the applicable "independence" requirements of the Securities Exchange Act of 1934, the Sarbanes-Oxley Act of

2002 and the rules promulgated thereunder and of the NASDAQ Stock Market listing standards pertaining to corporate governance.

The Committee's members and Chair shall be appointed by the majority vote of the Board on an annual basis. If a Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership. No member of the Committee shall be removed except by majority vote of the independent directors of the Board.

The Committee shall meet at least four times a year, and more frequently as circumstances dictate. The Committee Chair shall prepare an agenda in advance of each meeting.

### **Authority**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to engage an independent compensation consultant and to retain outside counsel or other experts or consultants, as it deems appropriate. Prior to any such engagement or retention, the Committee must conduct an assessment of the independence of the adviser, taking into account factors specified in the the NASDAQ Stock Market listing standards pertaining to corporate governance.

The Committee also will have the right to invite or, if necessary, require any officers or employees of the Company to attend and participate in any meeting of the Committee in order to provide such pertinent information as the Committee requests. The Committee shall regularly report on its meetings to the Board.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. Any such subcommittee, however, shall not consist of fewer than two members, and the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation, or listing standard to be exercised by the Committee as a whole.

### **Committee Duties and Responsibilities**

In addition to the responsibilities set forth above, the Committee's duties and responsibilities will be to:

1. Review and approve any statement of general principles or philosophy governing payment of compensation to the Company's executive officers.
2. Recommend to the Board the executive compensation and benefit plans to be adopted by the Company and any amendment, termination or discontinuance of such plans.
3. Administer and perform, or delegate (where appropriate), specified functions under the Company's executive compensation plans as designated from time to

time by the Board or by the terms of such plans, including, but not limited to the designation of employees eligible to participate in the plans, the oversight of policies relating to the granting of equity awards, the approval of the terms and conditions for awards, including performance criteria, if any, and the interpretation of the plans.

4. Review and approve (a) general performance goals established under the Company's incentive compensation plans, and (b) the specific goals under which compensation is to be paid to designated officers under the plans.
5. With respect to the Chief Executive Officer, review and approve corporate goals and objectives relevant to his or her compensation, evaluate his or her performance in light of these goals and objectives and set his or her compensation level based on this evaluation.
6. Review, and recommend for approval to the Board, the compensation to be paid to the Company's Chief Executive Officer (with the Chief Executive Officer's being absent from such review).
7. Review and approve the compensation to be paid to the Company's executive officers.
8. Review on a periodic basis perquisites and other personal benefits received by the Company's executive officers and approve any policies and procedures deemed appropriate concerning the same.
9. Review with the Company's Chief Executive Officer the compensation of the non-executive officers that report directly to the Chief Executive Officer.
10. Review on a periodic basis (soliciting necessary information from corporate personnel, independent consultants and others, as the Committee believes appropriate) (a) competitive market analyses of the primary components of the Company's executive compensation program (base salary, annual incentives and long-term incentives) and (b) executive compensation alternatives and significant new trends and issues.
11. Annually review the Company's total compensation liabilities to the Chief Executive Officer and executive officers under various scenarios, including voluntary termination, retirement, involuntary termination and change-in-control.
12. Review, with the assistance of appropriate corporate personnel or independent consultants, the impact of tax, accounting and regulatory requirements on executive compensation.
13. Review and approve the terms of any severance, change in control, or employment agreements with officers or other key executives of the Company, including the designation of individuals to enter into such agreements.

14. Review and approve any contract providing for consulting fees or other special compensation payable to any officer of the Company after termination of his or her regular employment.
15. Prepare annually the Compensation Committee Report in accordance with the SEC's rules and regulations for inclusion in the Company's SEC filings.
16. Review and discuss with management the Compensation Discussion and Analysis (CD&A) required by the SEC's rules and regulations and, based upon the review and discussion, recommend to the Board whether the CD&A should be included in the Company's SEC filings.
17. Monitor the employee benefit programs sponsored by the Company with respect to external competitiveness, internal equity and legal compliance.
18. Monitor the Company's compliance with laws and regulations applicable to executive compensation.
19. Determine the components and form of directors' compensation and review, and recommend for approval to the Board, the compensation to be paid to directors.
20. Select an independent compensation consultant to advise the Committee, when appropriate.
21. Assess the independence of the compensation consultant, and any other adviser to the Company, prior to retaining it.
21. Evaluate the Committee's own performance annually and report the results of the evaluation to the Board.
22. Review this charter annually and update as necessary (with any amendments subject to approval by the Board).

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This Charter shall not be construed in a manner that imposes, upon the Committee or its members, additional duties and responsibilities or a higher standard of conduct or care than that imposed upon directors or committees of boards of directors generally, pursuant to applicable law.