

# COMMUNITY BANKERS TRUST CORPORATION

## COMPENSATION COMMITTEE

### CHARTER

**Purpose:** The Compensation Committee of the Board of Directors of Community Bankers Trust Corporation ensures that the compensation and benefits for senior management and the board of directors is fair and appropriate, is aligned with the interests of our shareholders, and does not pose a risk to the financial health of Community Bankers or its affiliates.

**Composition:** The Compensation Committee is composed of at least three (3) non-officer Directors of the Community Bankers Board appointed by the Board of Directors by resolution. One of the appointed directors will be appointed by the Board of Directors to act as Chairman of the Committee.

**Function:** The Compensation Committee deliberates and makes recommendations to the Board of Directors on compensation plans; salaries, bonuses, equity incentives and benefits for senior management; salary and bonus ranges for other employees; all employment, severance and change of control agreements; and compensation for directors and advisory board members of the holding company and its subsidiaries. Compensation within Community Bankers includes:

- Salary upon hiring or promotion
- Annual bonuses and salary increases
- Director and advisory board fees
- Benefits
- Profit sharing plans
- Retirement contribution plans
- Equity incentive plans and grants
- Employment, change in control, and severance agreements
- Indemnification agreements

**Duties:** The Compensation Committee of Community Bankers will monitor compensation within the company by:

- Reviewing and approving the annual personnel expense budget and periodically reviewing the administration of this budget.
- Reviewing and making annual recommendations to the Board of Directors on senior management salaries, bonuses, and equity incentive compensation, and on director fees and equity incentive compensation.
- Periodically reviewing available market and functional salary surveys to determine appropriate compensation ranges and levels for senior management and directors of the holding company and subsidiaries.

- Reviewing and making recommendations to the Board of Directors on all proposed equity incentive plans, stock option awards, stock appreciation rights, restricted stock or other stock based awards.

**Consultants:** The Compensation Committee of the Board of Directors may, as it deems necessary and appropriate, retain special legal or compensation consultants to advise the committee. The Committee Chairman will ensure that any legal or consulting firm has no banking or service relationship with either the holding company or any of its affiliates that might cloud independent advice and counsel.

**Reports and Charter:** Periodically the Compensation Committee will review and reassess this charter and recommend any propose changes to the Board of Directors.