

# COMPENSATION COMMITTEE CHARTER

First Carolina Financial Services, Inc. and First Carolina Bank

## 1. Purpose of the Committee

The purpose of the joint Compensation Committee (the “Committee”) of the Boards of Directors (the “Board”) of First Carolina Financial Services, Inc. and First Carolina Bank (collectively, the “Company”) is to assist the Board in fulfilling its responsibilities related to the compensation functions of the Company and to perform such further functions as may be assigned by the Board and consistent with this Charter, applicable law, the Company’s Articles of Incorporation and the Company’s Amended and Restated Bylaws, each as may be amended or restated from time to time (together, the “Organizational Documents”).

Compensation functions are focused on overseeing the overall compensation structure, policies, and programs, and assessing whether the compensation structure establishes appropriate incentives for directors, management, and employees and does not create or expose the organization to material amounts of risk. Specifically, to the extent applicable, the Committee shall organize and act to:

1. Oversee the Company’s compensation and employee benefit plans and practices, including its executive management and director compensation plans, and its incentive compensation and equity-based plans;
2. Review and discuss with management the Company’s compensation discussion and analysis (“CD&A”), if such CD&A is required or elected to be included in the Company’s annual proxy statement (the “Proxy Statement”) or annual report on Form 10-K (the “Annual Report”) filed with the U.S. Securities and Exchange Commission (the “SEC”);
3. Prepare a Committee report as and if required by the rules of the SEC; and
4. Perform such further functions as may be assigned by the Board and consistent with this Charter, applicable law and the Company’s Organizational Documents.

## 2. Membership

The Committee shall consist of three or more directors, each of whom shall be “independent” under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), applicable SEC rules and regulations, the listing standards of the New York Stock Exchange (the “NYSE”) specifically applicable to members of compensation committees, and subject to any additional requirements that the Board deems appropriate. Each such Committee member shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment. In addition, a person may serve on the Committee only if the Board determines that he or she is a “Non-Employee Director” as defined in Rule 16b-3 promulgated under the Exchange Act and, to the extent deemed necessary or appropriate by the Board to administer performance-based compensation, “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”). Committee members are appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and may be replaced by the Board.

Any vacancy on the Committee shall be filled by majority vote of the Board based on the recommendation of the Nominating and Corporate Governance Committee. No member of the Committee shall be removed except by majority vote of the Board; provided, that, any member of the Committee shall cease to be a member of the Committee if such member ceases to be a member of the Board.

# COMPENSATION COMMITTEE CHARTER

First Carolina Financial Services, Inc. and First Carolina Bank

## 3. Committee Chair

The Board will appoint one of the members of the Committee to serve as the chairperson of the Committee (the “Chair”) on the recommendation of the Nominating and Corporate Governance Committee; provided, that if the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate the Chair.

The Committee may appoint a Vice Chair to carry out the duties of the Chair in his or her absence. The Committee may also appoint a Secretary, who need not be a director of the Company.

## 4. Meetings and Procedures of the Committee

A majority of the members of the Committee present in person or by telephone conference (or videoconference) by means of which all persons participating in the meeting can hear each other shall constitute a quorum to transact Committee business. The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but not less than once every fiscal year.

Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair. The results of such an action without a meeting shall be filed with the minutes of the proceedings of the Committee.

The Committee, in its discretion, may ask members of senior management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary; provided, that the Chief Executive Officer of the Company and other members of management may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs. The Committee should meet separately on a periodic basis with senior management to discuss any matters that the Committee or any members of senior management believe warrant Committee attention.

The Committee may also meet periodically in separate executive sessions with other members of senior management as determined by the Committee or at the request of members of senior management.

## 5. Authority and Responsibilities

In carrying out its duties and responsibilities, the Committee’s policies and procedures should remain flexible, so that it may be in a position to best address, react or respond to changing circumstances or conditions. Nonetheless, the Committee shall remain mindful of its core goal of overseeing the Company’s overall compensation structure, policies, and programs, and assessing whether the Company’s compensation structure establishes appropriate incentives for management and employees.

The following duties and responsibilities are within the scope of authority of the Committee, and the Committee shall perform such duties consistently with and subject to applicable law and the rules and regulations promulgated by the SEC, NYSE or any other applicable regulatory authority:

### A. Executive Compensation

The Committee shall have the following duties and responsibilities with respect to the Company’s executive compensation plans, to the extent applicable:

1. Review and establish at least annually the goals and objectives of the Company’s executive compensation plans for both short-term and long-term incentive awards, as applicable, and

# COMPENSATION COMMITTEE CHARTER

First Carolina Financial Services, Inc. and First Carolina Bank

amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

2. Review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt or recommend to the Board the adoption of, new, or the amendment or replacement of existing, executive compensation plans.
3. Review and establish annually the goals and objectives applicable to the compensation of the Chief Executive Officer of the Company. Evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Company's executive compensation plans, and either approve or recommend to the independent directors of the Board to approve the Chief Executive Officer's compensation level based on this evaluation. In determining the short-term and long-term incentive component, as applicable, of the Chief Executive Officer's compensation, the Committee shall consider factors as it determines relevant, which may include, for example, the Company's near- and long-term performance and relative shareholder return, the value of similar awards to chief executive officers of comparable financial institutions and companies, and the awards given to the Chief Executive Officer of the Company in past years. The Committee may discuss the Chief Executive Officer's compensation with the independent directors of the Board, if it chooses to do so.
4. Review and establish annually, after review, discussion and recommendations from the Chief Executive Officer the goals and objectives for any executive officer identified by the Chief Executive Officer, other than the Chief Executive Officer. Evaluate annually the performance of the other executive officers of the Company in light of the goals and objectives of the Company's executive compensation plans, and either approve or recommend to the Board to approve the compensation of such other executive officers. In determining the short-term and long-term incentive compensation component, as applicable, of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer.
5. Evaluate no less frequently than annually the appropriate level of compensation for Board and committee service by non-employee directors and recommend any changes to the Board as necessary.
6. Review and approve, or recommend to the Board to approve, employment agreements and severance arrangements for executive officers, including change-in-control provisions, plans and agreements.
7. Perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan.
8. Consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Exchange Act and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation.
9. Review and discuss with management the Company's CD&A (if such CD&A is required or elected to be included in the Company's Proxy Statement), and based on that review and

# COMPENSATION COMMITTEE CHARTER

First Carolina Financial Services, Inc. and First Carolina Bank

discussion, recommend to the Board that the CD&A be included in the Company's Proxy Statement or Annual Report.

10. Review and recommend to the Board for approval the frequency with which the Company will conduct say on pay votes.
11. Prepare a Committee report, if necessary or elected, in accordance with the applicable rules and regulations of the SEC to be included in the Company's Proxy Statement or Annual Report.
12. Review and recommend to the Board for approval succession plans for the Chief Executive Officer, if applicable, and assist in the identification and selection of the Chief Executive Officer, if applicable, by reviewing candidates and performing interviews.
13. Review annually with the Chief Executive Officer the succession plans for the executive officers (other than the Chief Executive Officer).
14. Review and approve, to the extent it deems necessary, the terms of any compensation "clawback" or similar policy (each such policy a "Clawback Policy") (including as may be required by applicable law and/or the NYSE) or agreement between the Company and its executive officers or other employees subject to Section 16 of the Exchange Act for recovering incentive-based compensation.
15. Administer the Clawback Policy, including determining the extent, if any, to which incentive-based compensation of any current or former executive officers shall be recovered by the Company pursuant to the Clawback Policy's terms.
16. Adopt and monitor compliance with stock ownership guidelines for executive officers and non-employee directors.
17. Oversee the Company's submission to a shareholder vote of matters relating to compensation, including advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans and amendments to such plans.
18. Review shareholder proposals and advisory shareholder votes relating to executive compensation matters and recommend to the Board the Company's response to such proposals and votes.
19. Perform such other functions as assigned by applicable law, the Board or the Company's Organizational Documents.

## **B. General Compensation and Employee Benefit Plans**

The Committee shall have the following duties and responsibilities with respect to the Company's general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

1. Review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

# COMPENSATION COMMITTEE CHARTER

First Carolina Financial Services, Inc. and First Carolina Bank

2. Review at least annually the Company's general compensation or other benefit plans, including incentive compensation and equity-based plans, in light of the goals and objectives of these plans, and amend, terminate or replace, or recommend that the Board amend, terminate or replace, these plans if the Committee deems it appropriate.
3. Review at least annually and approve, or recommend to the Board to approve, all equity-compensation plans to be submitted for shareholder approval under the NYSE listing standards, and, in the Committee's sole discretion, approve, or recommend to the Board to approve, all equity-compensation plans that are exempt from such shareholder approval requirement.
4. Perform such duties and responsibilities as may be assigned to the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation, severance or equity-based plan.

## ***C. Risk and Compliance Oversight***

1. Establish and oversee an effective incentive compensation strategy which provides balanced risk-taking incentives in alignment with the Company's risk appetite objectives.
2. Discuss, evaluate, document and review with the Chief Risk Officer at least annually executive officer compensation plans and employee compensation plans and the risks these plans pose to the Company and review and discuss any compensation-related disclosure that may be required in the Company's Proxy Statement or Annual Report regarding such risks.
3. Identify and limit features of:
  - a. Executive officer compensation plans that could lead any executive officer to take unnecessary and excessive risks;
  - b. Employee compensation plans that pose risks to ensure the Company is not unnecessarily exposed to risk; and
  - c. Both executive officer and employee compensation plans that encourage behavior focused on short-term results rather than long-term value creation.

## **6. Roles of CFO and CEO**

The Chief Executive Officer and Chief Financial Officer may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive-compensation, severance and equity-based plans with respect to executive officers other than the Chief Executive Officer and Chief Financial Officer.

## **7. Resources**

The Committee shall have full access to all employees, books, records, data and other resources of the Company and its subsidiaries as deemed necessary or appropriate by any member of the Committee to discharge his or her duties and responsibilities, and may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities.

# COMPENSATION COMMITTEE CHARTER

First Carolina Financial Services, Inc. and First Carolina Bank

The Committee will have the resources and authority necessary to perform its duties and responsibilities as enumerated in this Charter and the Company's Organizational Documents, including the sole authority to engage, select, retain, terminate and approve the fees and other retention terms of consultants, legal counsel or other advisors as it determines necessary to carry out its duties, the expense of which shall be borne by the Company.

The Committee may select a compensation consultant, legal counsel or other advisor to the Committee only after taking into consideration all factors relevant to that person's independence from management, including:

1. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
2. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
3. The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
4. Any business or personal relationship with the compensation consultant, legal counsel or other advisor;
5. Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
6. Any business or personal relationship of the compensation consultant, legal counsel or other advisor or the person employing the advisor with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other advisor that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other advisor whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (A) consulting on any broad-based plan that does not discriminate in scope, terms or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or (B) providing information that is either not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation advisor be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation advisor.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other advisor to the Committee, or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

# **COMPENSATION COMMITTEE CHARTER**

First Carolina Financial Services, Inc. and First Carolina Bank

## **8. Subcommittees; Delegation of Authority**

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; provided, that no subcommittee shall consist of fewer than two members; and provided further that 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. Actions taken by any subcommittee shall be presented to the full Committee at the next Committee meeting.

## **9. Evaluation of Committee Performance and Charter**

The Committee shall, no less frequently than annually and in coordination with the Nominating and Corporate Governance Committee, evaluate its performance. In conducting this evaluation, the Committee shall determine whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes to the Board as it deems necessary or appropriate.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its annual performance evaluation.

## **10. Reporting**

The Committee shall make regular reports to the Board.

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**Board Approved: April 30, 2026**