



**CROSSFIRST**  
BANKSHARES, INC.

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**I. PURPOSE**

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of CrossFirst Bankshares, Inc. (the "Company") is to carry out the responsibilities delegated by the Board relating to compensation of the Company's executive officers and directors.

**II. STRUCTURE AND MEMBERSHIP**

1. Members. The Committee shall consist of at least three members of the Board, as determined from time to time by the Board.

2. Independence. Each member of the Committee shall: (a) be an "independent director" as defined by applicable rules of the Nasdaq Stock Market, except as may otherwise be permitted by such rules; (b) qualify as a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), if applicable; and (c) meet any other requirements imposed by applicable laws, rules and regulations. In addition, in affirmatively determining the independence of any director who will serve on the Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship with the Company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (i) the source of compensation of the director, including any consulting, advisory or other compensatory fee paid by the Company to the director; and (ii) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

3. Chair. The Board shall designate the Chair of the Committee.

4. Compensation. The compensation of Committee members shall be as determined by the Board.

5. Appointment and Removal. The Company's Bylaws shall govern the processes and procedures for the appointment and removal of members of the Committee; provided, that the Corporate Governance and Nominating Committee shall make recommendations to the Board regarding the persons to be appointed as members of the Committee by the Board.

**III. AUTHORITY AND RESPONSIBILITIES**

**General**

The Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company's management and others, in accordance with its business judgment.

### **Compensation Matters**

1. Executive Officer Compensation. The Committee shall review and approve the compensation of the Chief Executive Officer and the Company's other executive officers as determined by the Committee, including: salary; bonus; incentive compensation levels and performance goals and objectives; deferred compensation; executive perquisites or other personal benefits; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits; and other forms of executive officer compensation. The Committee shall review and approve new executive officer employment, compensation, severance, termination, change-in-control and related agreements, and amendments to existing agreements. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. Evaluation of Senior Executives. The Committee shall be responsible for overseeing the evaluation of the performance of the Company's senior executives as determined by the Committee and the determination of the compensation levels of the senior executives based upon such evaluations. In conjunction with the Audit Committee in the case of the evaluation of the senior financial management personnel, the Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and periodically discuss the results of the evaluations with the Board.

3. Plan Recommendations and Approvals. The Committee shall periodically review and make recommendations to the Board with respect to the approval of: (a) equity-based plans and (b) any other material employee benefit plans that the Committee determines should be approved by the Board. Subject to the terms of such plans, all other employee benefits plans may be adopted, amended or terminated by the Committee or by one or more other committees of the Board or management or members of management to whom the Committee delegates authority. The Committee shall perform such other duties as may be assigned to the Committee under the terms of any employee benefit plans.

4. Administration of Equity-Based Plans. Subject to the provisions of each plan, the Committee is authorized to exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans in which executive officers or directors participate, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this Charter, or by any such plan or a resolution of the Board, the Committee shall not be authorized to amend any such plan. To the extent permitted by and consistent with applicable law and the provisions of the applicable equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company or to administer other provisions of such plan. The Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards to be granted in reliance on the exemption from stockholder approval contained in applicable Nasdaq Stock Market rules.

5. Director Compensation. The Committee shall periodically review and make recommendations to the Board with respect to director compensation.

6. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. The Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"), if applicable. The Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement or information statement.

7. Compensation Committee Report. The Committee shall prepare the annual Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K, if applicable.

8. Shareholder Advisory Votes. The Committee shall consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Exchange Act ("Say on Pay"), if applicable, 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. The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay votes, taking into account the results of the most recent shareholder advisory vote on the frequency of Say on Pay votes required by Section 14A of the Exchange Act, if any, and review and approve the proposals regarding the Say on Pay vote and the frequency of the Say on Pay vote to be included in the Company's proxy statement.

9. Review of Compensation Policies, Plans and Programs. The Committee shall periodically review the Company's compensation policies, plans and programs relating to the compensation of the Company's directors and executive officers.

10. Compensation-Related Risks. The Committee shall monitor and evaluate the risks related to the Company's compensation programs and practices. The Committee shall review, from time to time, periodic reports from management of the Company's subsidiary bank relating to incentive compensation or other compensation practices and determine if they create risks that are reasonably likely to have a material adverse effect on the Company or the Company's subsidiary bank. 11. Compensation Consultants, Legal Counsel and Other Advisors. The Committee shall have the authority, in its sole discretion and without further action by the Board, to retain or obtain the advice of such compensation consultants, legal counsel and other advisors as the Committee deems necessary or appropriate to carry out its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultants, legal counsel and other advisors that it retains.

Prior to selecting or receiving advice from any compensation consultant, legal counsel or other advisor (other than the Company's in-house counsel), the Committee will conduct an independence assessment of the advisor to the extent required by the rules of the Nasdaq Stock Market, taking into consideration the factors specified in those rules and applicable federal securities laws. The Committee may retain, or receive advice from, any compensation consultant, legal counsel or other advisor it prefers, including ones that are not independent, provided that the Committee has considered such factors before selecting, or receiving advice from, such advisor. Nothing in this Charter shall be construed: (a) to require the Committee to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other advisor to the Committee; or (b) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K, if applicable.

12. Additional Duties. The Committee shall have such other powers and duties as may be delegated from time to time by the Board.

#### **IV. PROCEDURES AND ADMINISTRATION**

1. Procedures. Except as provided in this Charter, the Company's Bylaws shall govern the processes and procedures of the Committee, including the appointment and removal of members of the Committee, the calling and holding of meetings and notice and quorum requirements for meetings, and actions by written consent in lieu of a meeting.

2. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee, in its discretion, may ask members of the Board, management or such other persons as it deems appropriate to attend its meetings (or portions thereof) and to provide information as necessary. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. The Committee shall keep regular minutes of its meetings as appropriate.

3. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time in its sole discretion; provided, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or Nasdaq Stock Market rule to be exercised by the Committee as a whole. Each subcommittee will consist of one or more members of the Committee.

4. Reports to Board. The Committee shall report regularly to the Board as appropriate.

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

6. Advisors. As described above, the Committee shall have the authority, in its sole discretion and without further action by the Board, to retain or obtain the advice of such compensation consultants, legal counsel and other advisors as the Committee deems necessary or appropriate to carry out its responsibilities. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

7. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

8. Funding. The Company shall provide for appropriate funding, as determined by the Committee, for payment of: (a) compensation to any compensation consultant, legal counsel or other advisor retained by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

9. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance and report on such evaluation to the Board.

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