

# **HBT Financial, Inc.**

Compensation Committee Charter  
Approved: September 24, 2019  
and Effective Upon the Pricing of the  
Company's Initial Public Offering ("IPO")

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## **Statement of Policy**

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of HBT Financial, Inc. (the "Company") shall discharge certain of the Board's responsibilities relating to the compensation of the Company's executive officers, including, without limitation, determining, or recommending to the Board for determination, the compensation of the Company's Chief Executive Officer and all other executive officers of the Company, and make recommendations to the Board regarding director compensation.

## **Committee Composition and Meetings**

The Committee composition shall be in accordance with the listing standards of the Nasdaq Stock Market ("Nasdaq"). The Committee shall be comprised of three or more directors (including a chairperson) as appointed annually by the Board, considering the recommendations of the Nominating and Corporate Governance Committee of the Board, each of whom shall meet the independence requirements of the Nasdaq for compensation committee members, subject to any grace period from such requirements available to the Company under the rules of the Nasdaq, including in connection with the Company's IPO. In addition, the Board shall consider whether it is advisable for members of the Committee to also qualify as "non-employee directors" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any other standards of applicable law, rule or regulation. In the event that any member of the Committee does not qualify as a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act, then all compensation that is intended to be exempt from Section 16 of the Exchange Act shall also be approved by the Board or a subcommittee made up of members of the Board who qualify as non-employee directors.

The Board shall have the power at any time to change the membership of the Committee and to fill vacancies, subject to the qualification requirements of this Charter. The Committee shall meet at least two times annually or more frequently as circumstances require.

The Committee will cause to be kept adequate minutes of all its proceedings and will report regularly to the Board on the Committee's activities. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board or specified by the Board as applicable to the Committee. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the State of Delaware.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may delegate any of its responsibilities to one or more subcommittees as it may deem appropriate to the extent allowed by applicable law and the rules of the Nasdaq.

## **Committee Duties and Responsibilities**

The Committee shall have the following responsibilities and authority, in addition to those specified in the Investigations and Studies section of this Charter:

- (1) Review from time to time the goals and objectives of the Company's compensation plans, and, if the Committee deems it appropriate, recommend that the Board amend these goals and objectives.
- (2) Review from time to time the Company's compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, recommend to the Board the adoption of new incentive-compensation plans, equity-based plans, other compensation plans or amendments to existing plans. Amend compensation plans to the extent it is authorized to do so by the terms of the plan.
- (3) As a general matter, oversee the evaluation of management of the Company, including the Chief Executive Officer and the other executive officers of the Company, and either as a Committee or together with the other independent directors, establish the target level and actual compensation for the Chief Executive Officer and the other executive officers of the Company. The Chief Executive Officer may not be present during voting or deliberations on his compensation. Score individual, company-wide and, if applicable, department and business unit performance for each executive officer at the end of any incentive period for the Company's annual incentive compensation program. Determine the specific award amounts for the executive officers based on the individual, company-wide and, if applicable, department or business unit performance scores determined by the Committee.
- (4) Review and approve employment agreements, post-employment consulting agreements, and any other severance arrangements, change-in-control arrangements or supplemental benefits for executive officers.
- (5) Perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive or employee compensation plan. Approve individual awards for the Company's executive officers (after considering the Chief Executive Officer's recommendations for awards to the executive officers other than himself).
- (6) Review and approve all grants of stock options and other equity awards.
- (7) Develop stock ownership guidelines for the directors and executive officers of the Company and monitor compliance with such guidelines.
- (8) Periodically review and recommend to the Board the appropriate level of compensation and the appropriate mix of cash compensation and equity compensation for Board and Board committee service by non-employee members of the Board.
- (9) Consider the results of the most recent "say-on-pay" vote in evaluating and determining executive compensation.
- (10) Review and approve the frequency with which the Company will conduct "say-on-pay" votes, taking into account the results of the most recent stockholder advisory vote on the

frequency of say on pay votes, and review and approve proposals regarding the frequency of say on pay votes to be included in the Company's proxy statement.

- (11) Evaluate whether compensation arrangements for executive officers incentivize unnecessary risk-taking.
- (12) Determine the amounts of the Company's contributions under the Company's 401(k) profit sharing plan and non-qualified deferred compensation plans.
- (13) Conduct such reviews of the Company's incentive and other compensation programs, provide such reports, certifications and disclosures and discharge any other obligations that the Committee may have as a result of the Company's participation in any government program or as may be required by applicable rules or regulations.
- (14) Review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") disclosure to appear in the Company's Annual Report on Form 10-K and/or annual proxy statement, recommend whether the CD&A should be included in the Annual Report on Form 10-K and/or annual proxy statement and prepare and issue a report to appear in the Annual Report on Form 10-K and/or annual proxy statement (i) stating that the Committee has conducted such review and made such recommendation and (ii) containing any other required certifications and disclosures.
- (15) Review, at least annually, the Company's management succession plan.
- (16) Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for its approval. Ensure the publication of this Charter in accordance with the regulations of the Securities and Exchange Commission.
- (17) Perform a self-evaluation of the Committee at least annually.
- (18) Perform any other activities consistent with this Charter as the Committee deems necessary or appropriate and perform any other duties or responsibilities delegated to the Committee by the Board from time to time or assigned to the Committee by applicable law, rule, regulation or stock exchange listing standard.

### **Investigations and Studies; Advisers**

The Committee may conduct or authorize studies of or investigations into matters within the Committee's scope of responsibilities (including, without limitation, reviews of industry analyses and peer comparisons), and shall have full access to all necessary books, records and personnel of the Company.

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee. The Company also shall pay such ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties as shall be determined by the Committee.

To the extent required under the listing rules of the Nasdaq, the Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The foregoing assessment shall be conducted by the Committee at least annually.