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## COMPENSATION COMMITTEE CHARTER

### Alliance Bank & Trust

### AB&T Financial Corporation

The Compensation Committees of the Boards of Directors of AB&T Financial Corporation (“the Corporation”) and Alliance Bank & Trust (“the Bank”) have each recommended to their respective Boards of Directors the approval of this charter setting forth the purpose, membership requirements, authority and responsibilities of their respective Compensation Committees. The Boards of Directors have each approved the Charter.

#### **Purpose**

The purpose of each Compensation Committee is to discharge the responsibilities set forth below relating to the compensation and employee benefit plans and the compensation of the directors and certain officers of each of the companies.

#### **Membership**

The membership of each Compensation Committee shall be recommended by its respective Chairman of the Board of Directors and approved by its respective Board. Committee members shall be comprised of not less than three members of the Board of the respective entity, the exact number to be determined by each Board. Each member of the Compensation Committee shall be

(i) independent as defined from time to time under the Rules of Conduct of the NASDAQ Stock Market Listing Standards and any other applicable regulatory standards; (ii) a “Non-Employee Director” as that term is defined under Rule 16b-3 promulgated by the Securities and Exchange Commission (the “SEC”) and any other applicable SEC or NASDAQ regulation; and (iii) an “Outside Director” as that term is defined for the purposes of Internal Revenue Code Section 162(m). Members of each Compensation Committee serve at the pleasure of its respective Board of Directors and they may be removed and replaced by each respective Board of Directors provided such replacement meets all of the membership requirements as set forth above.

The Chairman of the Financial Corporation shall serve as Committee Chairman and shall determine meeting times, agenda and other relevant issues to conduct meetings of the Committee. The Committee shall meet at least once every six months. The Compensation Committee may, in its discretion, form and delegate all or a portion of its authority and responsibilities to a subcommittee of the Compensation Committee when appropriate, as permitted by applicable law and the rules of the SEC and NASDAQ Stock Market.

### **Authority and Responsibility**

The Compensation Committee of the Corporation shall have the following authority and direct responsibilities:

1. At least annually, or more often as required by applicable laws and regulations, to review and approve corporate goals and objectives relevant to the compensation of the President of the Corporation and the Bank and to evaluate such President's performance in light of those goals and objectives, determine and approve such President's compensation level based on this evaluation and recommend each President's compensation for ratification by the independent directors of the respective Board of each entity. In determining the long term incentive component of such President's compensation, the Committee shall consider, among other relevant factors, the performance and relative shareholder return (both based on assets and on equity) of the respective entity for which the President being evaluated serves, the value of similar incentive rewards to presidents at comparable peer companies, awards given to such President in prior years and the Committee's assessment of such President's managerial effectiveness and current and expected contribution to the overall financial success of the Corporation.
2. At least annually, or more often as required by applicable laws and regulations, the Committee shall review and approve the compensation levels for members of each of the Corporation's and the Bank's executive management team, which such compensation levels have been recommended by the President of each entity. The executive management team referenced aforesaid shall consist of those officers of each entity who report directly to their respective President. In reviewing and approving such executives' compensation, the Committee shall take into account (but shall not be bound by) recommendations made by each company's respective President.
3. Additionally, the Committee shall provide oversight to the employee benefit plans of the Corporation and the Bank and shall make recommendations to each Board with respect to additions to and/or modifications of existing incentive compensation plans and equity based compensation plans. The Committee shall oversee the administration of all such plans as have been or may be adopted by the Board of Directors. The Committee shall have sole authority, subject to oversight by the Board of Directors of the Corporation to approve all grants, awards

and payouts under the stock option plans and any other equity-based compensation plans of the Corporation.

4. The Committee shall review periodically, director and board committee compensation levels for each of the Corporation and the Bank and shall have sole authority to determine the compensation thereof. The Committee may perform any other activities consistent with this Charter, the bylaws of the Corporation and the Bank and governing law as the respective Boards of each entity deems appropriate.

### **Reports; Performance Evaluation**

The Compensation Committee of the Corporation shall produce an annual report on executive compensation for inclusion in the Corporation's annual proxy statement in accordance with applicable rules and regulations of the SEC. The Compensation Committee of the Corporation shall report periodically to the Board of the Corporation at regularly scheduled Board meetings but not less frequently than annually. The Compensation Committee of the Corporation shall conduct and present to the Corporation's Board an annual performance evaluation of itself. At least annually the Compensation Committee of the Corporation shall review the adequacy of this Charter and recommend any proposed changes to the Board of the Corporation for approval.

The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the valuation of director, President or senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from legal, accounting and other appropriate advisers.

The Compensation Committee of the Bank shall perform such duties consistent with the provisions of this Charter for all persons employed by the Bank not covered by the provisions of this Charter. Such Compensation Committee may, but shall not be required to, make recommendations to the Compensation Committee of the Corporation as to performance evaluations of its President and executive management team and other matters appropriately coming within the purview of such committee.