

QCR Holdings, Inc. Compensation Committee Charter

The Compensation Committee (the “Committee”) assists the Board by discharging the Board’s responsibilities with respect to (a) overseeing the administration of employee qualified benefit plans and other employee benefit programs, (b) overseeing the administration of named executive, executive and non-executive officer compensation programs, (c) overseeing the administration of the equity based compensation plans, (d) producing such certifications or disclosures with respect to compensation programs as may be required under applicable law, rules or regulations, and (e) employee culture issues.

The Committee shall consist of at least three members of the QCRH Board, each of whom shall satisfy the independence requirements of the Securities and Exchange Commission, the NASDAQ Stock Market (or the requirements of any other exchange or national market on which the Company’s common stock is quoted or listed for trading), and of any other body with regulatory authority over the Company, as well as the requirements set forth in the Internal Revenue Code and other applicable legislation. At least two members of the Committee also shall qualify as “outside” directors within the meaning of Internal Revenue Code Section 162(m) and as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The Board shall designate one member to be the Chair of the Committee.

The functions of the Committee, on behalf of the Board, shall be:

1. To review and assess the risks to the value of the Company associated with the Company’s compensation philosophy and compensation programs, and to administer particular programs for which the Committee is the designated administrator.
2. To annually meet with the Company’s Senior Risk Officer to discuss the risk assessment of the Company’s compensation plans and programs, and the Company’s risk management strategies and policies.
3. To review and adopt, amend, or terminate any retirement, deferred compensation, and other special compensation arrangements for the CEO, other named executive officers and individuals who formerly served as executive officers of the Company.
4. To annually review the design and administration of the Company’s qualified benefit plans in performance of the fiduciary duties assigned to the Committee.
5. To report all Committee activities and findings to the Board, and subsidiary boards as appropriate, with recommendations for action when required.
6. To annually meet with the Company’s CEO to receive the CEO’s evaluations and recommendations regarding the performance of the other named executive officers.

7. To annually evaluate the performance of the CEO of the Company.
8. To annually review and approve goals and objectives relevant to compensation of the named executive officers, including the CEO, and adjust such goals and objectives as circumstances warrant.
9. To annually set the compensation for the CEO and other named executive officers, including short-term and long-term compensation, based upon such goals, objectives, and other factors the Committee deems appropriate.
10. To review and adopt, amend, or terminate any employment agreements, severance arrangements, and change of control agreements or provisions for the CEO and other named executive officers of the Company.
11. To review and approve the Compensation Discussion and Analysis section of the Company's proxy statement and produce a report on executive compensation in accordance with all applicable rules and regulations.
12. To ensure that the Company includes in its proxy statement a nonbinding stockholder vote on executive compensation (a "say-on-pay" proposal), as well as a vote on the frequency of the inclusion of such say-on-pay proposals in accordance with all applicable rules and regulations. The Committee shall review the results of the say-on-pay stockholder advisory vote and frequency vote and shall consider any implications.
13. To make recommendations to the Board regarding incentive compensation plans and equity-based plans for the Company. The Committee shall adopt, approve, and ratify awards under incentive compensation plans and equity-based plans created by the Board, and shall review and monitor awards under such plans.
14. To review and approve the annual equity compensation and related equity-based plans of all employees and directors of the Company and its subsidiaries.
15. To annually review the stock ownership guidelines established for the CEO, other named executive officers, and directors of the Company and its subsidiaries. In evaluating individual compliance with the guidelines, the Committee has the authority to enforce actions intended to support the requirements as set forth in the guidelines.
16. For incentive plans intended to comply with Section 162(m) of the Internal Revenue Code, determine the performance goals under which compensation is to be paid and certify whether the performance goals have been satisfied.
17. To have the right to retain and terminate compensation consultants, legal counsel or other advisors to assist in the evaluation of compensation or to provide other advice and/or services to assist the Committee in discharging its duties and obligations, but only after taking into consideration factors relevant to the advisor's independence from management as may be required by the rules of the NASDAQ Stock Market. Any costs associated with such third party advisors shall be borne by the Company.

18. To periodically evaluate, and make recommendations to the Board regarding, compensation and benefits for directors serving on the Board and subsidiary boards, and any committees thereof.
19. To act in an advisory capacity to the Board regarding compensation matters generally and the compensation philosophy of the Company.
20. To review and assess the adequacy of this Charter annually, and to recommend any proposed amendments relating to the Committee's duties with respect to compensation matters to the Board for approval.
21. To perform a periodic self-evaluation of its performance.
22. To make its members aware of educational seminars and programs that serve to increase the members' knowledge and awareness of issues of importance and relevance to the committee. Attendance at such will be encouraged by one or more members, where appropriate. Reports of attendance will be provided to the Nomination and Governance Committee on an annual basis.

The foregoing list of duties is not exhaustive and the Committee may in addition perform such other functions as may be necessary or appropriate.