

**AVIDBANK HOLDINGS, INC. AND AVIDBANK
PERSONNEL AND COMPENSATION COMMITTEE CHARTER**

**Board Approval: April 15, 2025
Previously Approved: December 17, 2024**

I. COMMITTEE FUNCTION

The **purpose** of the Personnel and Compensation Committee (“Committee”) of the Board of Directors (the “Board”) of Avidbank Holdings, Inc. and Avidbank (the “Bank” and collectively, the “Company”) is to (i) oversee the establishment, maintenance and administration of all forms of the Company’s compensation programs; (ii) review and recommend the Chief Executive Officer’s compensation; (iii) recommend compensation for all other executive officers; (iv) review and recommend all employee equity-based plans including the administration of such plans; and (v) recommend director compensation.

The Committee shall have the authority in its sole discretion, to the extent it deems necessary or appropriate, to **select, retain and terminate independent advisors**, including legal, accounting and other advisors, after considering those factors relevant to advisor independence as set forth in NASDAQ Listing Rule 5605(d)(3), and to oversee the work of such advisors. The Company shall provide for appropriate funding, as determined by the Committee, for (i) payment of compensation to any advisors engaged by the Committee, and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties or other expenses deemed appropriate by the Company in good faith.

II. COMPOSITION AND DELEGATION

The Committee shall:

1. Consist of at least three (3) members, all of whom meet the **independence criteria** of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and each member is a “non-employee director” within the meaning of Section 16 of the Exchange Act, and is independent within the meaning under the rules of The Nasdaq Stock Market LLC (collectively, the “Independence Criteria”) for members of a compensation committee (“Committee Member”), as determined by the Board. A quorum shall consist of a majority of the members. Any Committee Member who ceases to meet the Independence Criteria shall immediately, automatically, and without further action of the Board, cease to be a member of the Committee.

2. Consist of individuals who, at any time during the past three years, (i) have not participated in the management of the Company or any current subsidiary of the Company, (ii) have been free of any material family relationships at the Company, (iii) have been free of any material business relationships (other than owning stock or serving as a director) with the Company, (iv) have not served and have no immediate family member who has served as an executive officer at another entity where a current Company executive officer served on the compensation committee of such other entity, and (v) have not participated in the preparation of financial statements of the Company or any current subsidiary of the Company.

3. Have a chair designated by the Committee who shall preside over meetings and report Committee actions and recommendations to the Board. If the chair is not present, the Committee may designate a member to chair the meeting.

4. Serve at the pleasure of the Board and membership in the Committee will be reviewed at least annually by the Board's Corporate Governance and Nominating Committee who will recommend membership to the Board for approval.

III. MEETINGS.

1. The Committee shall meet at least once per year, and additionally to the extent it deems necessary or appropriate. Executive meetings of the Committee will be conducted without the presence of the Chief Executive Officer and the other executive officers of the Company (the "Executive Session"). Executive officers of the Company may be available for management presentations to the Committee while the Committee is not in Executive Session. The chair of the Committee or at least two other members may call meetings of the Committee.

2. The Committee chair shall prepare and/or approve an agenda in advance of each meeting and shall cause minutes to be taken. Minutes shall be approved by the Committee and such minutes along with any actions taken or significant matters reviewed in Committee meetings shall be reported to the Board at the next Board meeting following a Committee meeting.

3. All determinations of the Committee shall be made by a majority of its members present at a duly convened meeting.

IV. DUTIES AND RESPONSIBILITIES.

The Committee shall:

1. Recommend for Board approval the compensation of the Chief Executive Officer and all other executive officers of the Company. Compensation includes: (i) annual base salaries, (ii) annual incentive opportunities, (iii) all other incentive awards and opportunities (cash and equity based), (iv) any employment and severance agreements, (v) any change-in-control agreements, and (vi) any other special or supplemental compensation and benefits for executive officers of the Company. When considering the compensation of the Chief Executive Officer and the executive officers of the Company, the Committee will evaluate, among other things, the Company's overall performance and each individual's performance against goals and objectives reviewed by the Committee, relative shareholder return, the value of similar salaries and awards at comparable companies, and past awards granted to the Chief Executive Officer and each other executive officer of the Company.

2. Oversee the Company's (i) submissions to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and (ii) engagement with proxy advisory firms and other shareholder groups on executive compensation matters. Review the results of such advisory votes and consider the implications.

3. Periodically review and make recommendations to the Board on the form and amount of compensation for the Company's directors.

4. Review and recommend to the Board any plans that provide for the award of stock options, restricted stock units, or other equity-based awards to Company employees and directors including reviewing and recommending to the Board for its approval specific individuals to whom grants should be awarded (under the Company's equity incentive plans or otherwise), along with the amounts and timing of each award, and administer any incentive plans that include officers of the Company, if the

Board has not taken prior action on specific grants.

5. Recommend to the Board for its approval and, where appropriate, submission to the Company's shareholders, incentive compensation plans and equity-based plans.

6. Review and discuss with Management the Company's Compensation Discussion Analysis ("CD&A") and the related executive compensation information to be included in the Company's annual report on Form 10-K or annual proxy statement. Recommend the inclusion of the CD&A in the Company's annual report on Form 10-K and annual proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's annual proxy statement in compliance with the rules and regulations promulgated by the SEC.

7. Assist the Board in developing and evaluating potential candidates for Executive Officer positions, including the Chief Executive Officer, and oversee the development of executive succession plans.

8. Report its activities regularly to the Board.

In fulfilling its duties and responsibilities, the Committee may form and delegate authority to subcommittees when appropriate, provided any action taken by a subcommittee is subsequently reported to the Committee and ratified. The Committee may also delegate to the Chief Executive Officer the authority to grant options and make awards of shares under the Company's stock plans under conditions established by the Committee.

V. CHARTER REVIEW.

This charter shall be reviewed by the Committee annually and the Committee shall recommend any proposed changes to the Board for approval. The Committee will also prepare and report to the Board annually, a performance evaluation of the Committee which covers the Committee's performance and compliance as it relates to this charter.