



Compensation Committee Charter

As adopted: February 19, 2025

A. Name

There shall be a committee of the Board of Directors of MainStreet Bancshares, Inc. (the “Company”) which shall be called the Compensation Committee.

B. Purpose

The primary purpose of the Compensation Committee is to assist the Board of Directors in fulfilling its responsibilities relating to the compensation of executive officers and other key employees of the Company and its subsidiaries, including ensuring that all executive compensation matters are to be decided in the context of what is fair, appropriate, and reasonable, and in compliance with all applicable legal and regulatory requirements; and perform such other duties and responsibilities outlined in and consistent with this Charter. The Compensation Committee has overall responsibility for evaluating and approving the Company’s compensation plans, policies and programs and, as such, its overall guiding principle is to provide a compensation program that links pay to performance, is reasonable in light of Company economics and the relevant practices of other similar companies, and is administered fairly and in the best interest of shareholders, while enabling the Company to retain and motivate a team of high quality executives and other key employees who will create long-term shareholder value. The Committee will make recommendations to the Board of Directors in setting executive compensation policy and administering Board approved compensation plans.

C. Meetings

The Compensation Committee shall meet as frequently as circumstances dictate. The Chair of the Compensation Committee may call a special meeting of the Committee. A majority of the Compensation Committee will constitute a quorum. Written meeting minutes will be maintained and provided to senior management and members of the Board of Directors upon request. The chief executive officer (“CEO”) may not be present during the voting or deliberation on his or her compensation.

D. Committee Membership and Procedure

The Compensation Committee shall consist of no fewer than three members. Each member of the Compensation Committee shall be an Independent Director as defined under Nasdaq Rule 5605(a)(2). If deemed appropriate, from time to time, each Compensation Committee member shall also meet the definition of “non-employee director” in Rule 16b-3 under the Securities Exchange Act of 1934, and “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986.

In addition, in affirmatively determining the independence of any director who will serve on the Compensation Committee, the Board of Directors shall consider all factors specifically relevant to determining whether a director has a relationship to 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:

- the source of compensation of such director, including any consulting, advisory or other compensation fee paid by the Company to such director; and
- whether such director is affiliated with the Company, MainStreet Bank, or an affiliate of MainStreet Bank.

The Board shall appoint the members of the Compensation Committee annually, considering the recommendation of the Nominating Committee. The members of the Compensation Committee shall serve until their successors are appointed and qualify, and shall designate the Chairman of the Compensation Committee. The Board shall have the power at any time to change the membership of the Compensation Committee and to fill vacancies in it, subject to such new member(s) satisfying the above requirements. Except as expressly provided in this Charter or the Bylaws of the Company or the Corporate Governance Guidelines of the Company, the Compensation Committee shall fix its own rules of procedure.

E. Committee Authority and Responsibilities

- The Compensation Committee shall review and approve corporate goals and objectives via the strategic planned annual budget relevant to CEO, chief financial officer ("CFO") and other executive officer compensation, evaluate the CEO, CFO and other executive officer performance in light of those goals and objectives, and set their compensation levels based on these evaluations.
- In determining the long-term incentive component of executive officers' compensation, the Compensation Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to executive officers at comparable companies, and the awards given to the Company's executive officers in past years.
- The Compensation Committee shall ensure it aligns with SEC say-on-pay requirements and best practices, including:
 - reviewing and approving executive compensation packages,
 - selecting peer companies for benchmarking,
 - engaging with shareholders on compensation matters, and
 - evaluating the effectiveness of the company's compensation programs.
- The Compensation Committee shall make recommendations to the Board with respect to incentive compensation plans and equity-based plans.
- The Compensation Committee shall have sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO, CFO or other executive officer 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 internal or external legal, accounting or other advisors.
- The Compensation Committee shall adopt, administer, approve and ratify awards under incentive compensation and stock plans, including amendments to the awards made under any such plans, and review and monitor awards under such plans.
- The Compensation Committee shall make regular reports to the Board.

- The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Compensation Committee shall annually review its own performance.
- The Compensation Committee may form and delegate authority to subcommittees when appropriate.