

The Executive and Governance Committee Charter

Carter Bank & Trust

Purpose

The Executive and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Carter Bank & Trust (the “Bank”) to (i) provide an efficient and expedient method of addressing and deciding matters that require the attention of the Board during intervals between meetings of the Board, (ii) assist the Board with corporate governance matters, (iii) consult from time to time with the CEO on matters as requested by the CEO or the Chairman of the Board and make recommendations to the Board regarding such matters, and (iv) exercise and perform the authority, duties and responsibilities of the Committee set forth in this charter.

Membership

The Committee shall be comprised of the CEO, the Chairman of the Board and at least two additional Board members appointed by the Board. The CEO and the Chairman of the Board shall serve as Committee members until the Board determines otherwise and amends this charter accordingly; the other Committee members shall serve at the pleasure of the Board and for such term as the Board determines. The Chairman of the Board shall serve as the chair of the Committee.

Operations

1. The Committee shall meet as frequently as it deems appropriate and report to the Board on a regular basis. Meetings shall include any participants the Committee deems appropriate and shall be of sufficient duration and scheduled at such times as the Committee deems appropriate to properly discharge its responsibilities.
2. To the extent not expressly reserved to the Committee by the Board or by applicable law, rule or regulation, the Committee may form and delegate to one or more subcommittees all or any portion of the Committee’s authority, duties and responsibilities, and may establish such rules as it determines necessary or appropriate to conduct the Committee’s business.
3. The Committee shall have direct access to, and complete and open communication with, the Bank’s management and may obtain advice and assistance from internal legal, accounting or other advisers to assist it.
4. The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee and shall have the sole authority to approve the adviser’s fees and the other terms and conditions of the adviser’s retention. The Bank must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

5. The Committee shall review and annually assess the adequacy of this charter and, if appropriate, recommend changes to the charter to the Board for approval.

Authority, Duties and Responsibilities

The Committee shall:

1. In fulfilling its purpose, duties and responsibilities as the executive committee of the Board, have the power to do any and all acts and to exercise any and all authority during the intervals between the meetings of the Board which the Board is authorized and empowered to do or exercise, except as otherwise limited under applicable law, the Articles of Incorporation of the Bank, as amended from time to time, or the Bylaws of the Bank, as amended from time to time, or as may be limited from time to time by the Board.
2. Consult from time to time with the CEO on matters related to the business and affairs of the Bank as requested by the CEO or the Chairman of the Board, including, without limitation, strategic planning, mergers and acquisitions, human resources, succession planning and bank matters, and make recommendations to the Board regarding such matters.
3. Periodically review the Bank's directors' and officers' insurance and make recommendations to the Board or to management.
4. Annually review and assess the adequacy of the Bank's corporate governance policies, including the director independence standards, and, if appropriate, recommend changes to the corporate governance policies to the Board.
5. Annually review the Bank's Code of Conduct, and, if appropriate, recommend changes to the Board.
6. Periodically review the Bank's organizational documents, and, if appropriate, recommend changes to the Board.
7. Review stockholder proposals relating to governance matters and management's proposed response to such proposals and make recommendations to the Board.
8. As it determines appropriate, consider other matters of corporate governance and make recommendations to the Board regarding, or take action with respect to, such matters.
8. Have such other authority, duties or responsibilities as may be delegated to the Committee by the Board.

Approved this 28th day of August, 2019.

Board of Directors

Carter Bank & Trust