RBB BANCORP
皇佳商業金控

COMPENSATION, NOMINATING AND GOVERNANCE COMMITTEE CHARTER

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I. COMPENSATION, NOMINATING AND GOVERNANCE COMMITTEE PURPOSE

The Compensation, Nominating and Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Royal Business Bank (the "Bank") and RBB Bancorp (the "Bancorp", and collectively, the "Company", or we) to assist the Board in:

(1) Monitoring the performance of executive officers in relation to the Company's strategies and goals.

(2) Overseeing and recommending the compensation levels for executive officers, address market competition to attract and retain top talent.

(3) Producing an annual report on executive compensation for inclusion in the proxy statement.

(4) Evaluating the performance of the Chief Executive Officer (CEO) and making recommendations to the Board regarding the CEO's compensation.

(5) Identifying qualified individuals for Board membership and recommending nominees for the annual meetings of shareholders. See Appendix A.

(6) Overseeing the performance and effectiveness of the Board and its committees.

(7) Assessing and recommending to the Board regarding the size, composition, and performance of each Board committee.

(8) Developing and recommending corporate governance policies and practices applicable to the Bank.

(9) Conducting any necessary investigations regarding violations of the Company's Code of Ethics.

(10) Identifying, evaluating, and recommending qualified executives to the Board.

The Committee will also administer the Company's Corporate Governance Guidelines (the "Governance Guidelines"), annually review performance under the Governance Guidelines and the Governance Guidelines content and lead the Board in its annual review of its performance, composition, and structure.

II. Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. It has the authority to retain and terminate outside counsel, compensation consultants, or other experts or consultants, as it deems appropriate, including the authority to approve the fees and other retention terms for such persons. Any communications between the Committee and legal counsel will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

III. Committee Structure and Operations

A. Membership Requirements

(1) The Committee shall be comprised of at least three directors of the Company who are not members of management, each of whom meets any independence requirements promulgated by the Securities and Exchange Commission (the "SEC"), the Financial Industry Regulatory Authority, any exchange upon which securities of the Company are traded, and any governmental and/or regulatory body exercising authority over the Company.

(2) Members shall be appointed by the Board and shall serve at the pleasure of the Board for such terms as the Board may determine. The Board has the power to change the membership of the Committee and to fill any vacancies.

(3) The Board will designate a chairperson for the Committee. If the chairperson is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership.

(4) All voting members should be independent Directors.

B. Committee Meetings

(1) The Committee shall meet in person or telephonically at least quarterly, with further meetings as necessary or desirable by the chairperson or a majority of the members of the Committee.

(2) Meetings may be held in person or via teleconference, and the Committee, at its discretion, may invite members of management or others to attend meetings to provide pertinent information.

(3) Minutes will be maintained for all meetings and records relating to those meetings and the Committee's activities. Copies of such minutes shall be provided to the Board of Directors.

C. Reporting Activities

(1) The Committee chairperson, or designee, will provide regular reports to the Board regarding the Committee's activities.

(2) The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

IV. Committee Duties and Responsibilities

The Committee, to the extent it deems necessary or appropriate, shall:

(1) [Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives and determine and approve the CEO's compensation level based on this evaluation. In determining the incentive components of CEO compensation, the Committee may consider any number of factors, and should consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.

(2) Review and recommend to the Board the compensation levels for other executive officers.

(3) Oversee the Company's incentive compensation plans and equity-based compensation plans.

(4) Monitor compensation trends in an effort to provide competitive plans to attract and retain quality executives..

(5) Produce an annual report on executive compensation for inclusion in the Company's annual proxy statement or annual report. It shall also review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.

(6) Determine and update criteria for selecting Board members.

(7) Evaluate the size and composition of the Board and each committee, and report findings and recommendations to the Board.

(8) Conduct searches for qualified individuals to become directors and evaluate their background and qualifications.

(9) Evaluate the performance and effectiveness of the Board and its relationship with management.

(10) Annually review the adequacy of the Company's Code of Ethics and the Company's adherence to the Governance Guidelines.

(11) Develop and monitor the orientation and continuing education program for directors.

(12) Review and assess the independence of existing and prospective directors.

(13) Annually evaluate the performance of the Committee in light of applicable legal and regulatory requirements.

(14) Make regular reports to the Board concerning the Committee's activities.

(15) Review all matters that the Committee considers relevant to its performance, including the adequacy of recommendations submitted to the Board.

(16) Evaluate the Company's executive compensation plans to ensure they do not encourage excessive risk-taking that could negatively impact the Company's long-term value.

(17) Assess and review employee incentive compensation plans in light of potential risks to the Company, recommending modifications as necessary to prevent practices that could lead to short-term behavior at the expense of long-term growth. The Committee shall also be responsible for the establishment and oversight of any clawback programs pursuant to the Company's policies ad as required by law.

V. Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and banking regulations as deemed necessary or appropriate by the Board.

VI. Charter Review

The Committee will review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval. In addition, the Committee will ensure the public filing and publication of the charter on the Company's website as required by applicable regulations. The Committee should ensure Shareholders' interest will be well represented by the Board.

VII. Allocation of Resources

The Company shall allocate the resources needed to ensure compliance with this Charter.

APPENDIX A

RBB BANCORP

Policy Regarding Qualifications of Directors

Members of the Board of Directors of RBB Bancorp (together with its subsidiaries, the "Board") should possess certain basic personal and professional qualities in order to properly discharge their fiduciary duties to shareholders, provide effective oversight of the management of the Company, and monitor the Company's adherence to principles of sound corporate governance. In considering candidates for the Board, the Nominating and Governance Committee (the "Committee") considers the entirety of each candidate's credentials and does not have any specific minimum qualifications that must be met by a recommended nominee. The Committee shall be guided by the following basic selection criteria for all nominees:

- **Integrity and Ethical Values.** Candidates should possess the highest personal and professional standards of integrity and ethical values.

- **Experience**. Candidates should have substantial experience, which is of particular relevance to the Company, and should serve or have served as chief executive officer or in another position of active leadership with a business or professional interest located within one or more of the market areas served by the Company.

- **Reputation**. Candidates should have an excellent personal and professional reputation in and commitment to one or more communities in which the Company does business.

- **Knowledge of Company Affairs**. Candidates should be knowledgeable about the business activities and market areas in which the Company does business.

- **Business Understanding.** Candidates should have a general appreciation regarding major issues facing public companies of a size and operational scope similar to the Company. These include:

    1. contemporary governance concerns;
    2. regulatory obligations of a public issuer;
    3. strategic business planning;
    4. competition in a global economy; and,
    5. basic concepts of corporate accounting and finance.

- **Time Commitment and Availability**. Candidates should have the ability and willingness to devote sufficient time to the affairs of the Company. It is expected that each candidate will be able to arrange their business and professional commitments, including service on the boards of other companies and organizations, so that they are available to attend the meetings of the Company's Board and any committees on which they serve, as well as the Company' s annual meeting of shareholders.

- **Financial Commitment.** Candidates should have a meaningful financial stake in the Company so as to ensure that every director's interests are aligned with those of the shareholders.

- **Geographic Representation**. Candidates should live or work within 25 miles of an existing or proposed office of the Company's banking subsidiary, Royal Business Bank.

- **Inquisitiveness and Constructive Approach**. Candidates should have an inquiring mind, a willingness to ask hard questions, and the ability to work constructively with others.

- **Independent Thinking**. Candidates should have the ability and desire to exercise independent thinking when considering matters brought before the Board, and not be unduly influenced by the opinions of others.

- **Absence of Conflicts of Interests**. Candidates should have no conflict of interest that would interfere with his or her performance as a director.

- **Fair and Equal Representation**. Candidates should have the capacity and desire to represent the best interests of the shareholders as a whole and should not serve for the purpose of favoring or advancing the interests of any specific interest group or other constituency.

- **Compliance with Certain NASDAQ Requirements.** In recommending candidates to the Board for nomination as directors, the Committee will also assure that:

    1. at least a majority of the directors to be serving at any time on the Board are independent, as defined under the rules of NASDAQ;

    2. at least three of the directors satisfy the financial literacy requirements required for service on the audit committee under the rules of NASDAQ; and

    3. at least one director would be considered a "financial expert" or "financially literate" as defined in the listing standards of the Nasdaq or applicable law.

- **Additional Considerations.** In considering the desirability of any particular candidate as a potential director, the Committee shall also consider the contributions that a candidate can be expected to make to the collective functioning of the Board based upon the totality of the candidate's credentials, experience and expertise, the composition of the board at the time, and other relevant circumstances, including the fit of the individual's skills and personality with those of other directors and potential directors in building a board that is effective, collegial and responsive to the needs of the Company.

The Committee need not assign specific weights to criteria, and no particular criterion is necessarily applicable to all prospective nominees. As part of the annual nomination process, the Committee will review and evaluate the appropriate backgrounds, skills and diversity characteristics required of Board members in the context of the current composition of the Board and the Company's priorities for nominees to the Board, including nominees who are current Board members. Moreover, the Committee will consider whether the background and qualifications of the directors, considered as a group, provide a significant mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities.