



TALENT AND COMPENSATION COMMITTEE CHARTER

The Board of Directors of ReliabilityFirst Corporation (“ReliabilityFirst”) has established a Talent and Compensation Committee (the “Committee”) with general responsibility and specific duties as described below:

COMPOSITION

The Committee shall be comprised of at least five (5) directors, including all the Independent Directors, according to independence standards established under the governance guidelines adopted by the Board (the “Governance Standards”). Committee members shall be elected by the Board at its annual meeting and shall serve until their successors are duly elected and qualified. The Committee shall have a chair and a vice chair. The vice chair shall assume the duties of the chair in the absence of the chair at any meeting. The Committee’s chair shall be an independent director and the chair and vice-chair shall be designated by the full Board upon the recommendation of the Nominating and Governance Committee.

RESPONSIBILITY

The primary purpose of the Committee shall be to assist the Board in its responsibilities relating to the compensation and development of, and the benefits provided to, ReliabilityFirst employees, as well as the compensation of Independent Directors.

The Committee is empowered, without seeking Board approval, to retain persons having special competence, including outside consultants and other advisors, as necessary to assist the Committee in fulfilling its responsibilities.

ATTENDANCE AND VOTING

The Committee shall meet as often as it deems necessary in order to fulfill its duties and responsibilities. Meetings may be called either by the Committee Chair or by a majority of the members of the Committee. Members of the Committee should endeavor to be present, in the designated format, (in-person or virtual), at all meetings. Three (3) Committee members shall constitute a quorum. Each member of the Committee, including the chair, shall be entitled to one vote on each matter presented before the Committee. Action by the Committee may be taken at any duly called meeting at which a quorum is present upon the vote of a majority of the members present.

MINUTES OF MEETINGS

Minutes of each meeting shall be prepared and sent to Committee members for approval at the next regularly scheduled meeting and thereafter publicly posted on

ReliabilityFirst's website. The Committee's minutes will be kept by the person so designated by the Chair with a copy retained by Secretary of ReliabilityFirst.

SPECIFIC DUTIES

The Committee will:

1. In consultation with management, review and maintain ReliabilityFirst's general policies relating to employee compensation, and oversee the implementation of compensation programs.
2. Periodically review the compensation of the independent members of the Board of Directors and make recommendations regarding compensation to the Board of Directors.
3. Review budget planning process and provide input to the Finance and Audit Committee on headcount and benefit assumptions.
4. Recommend to the full Board for approval the President's compensation, and, in furtherance thereof, adopt and review corporate goals and objectives relevant to the President's compensation, evaluate the President's performance in light of those goals and objectives, set the President's compensation level based on this evaluation, and provide to the Board's directors the results of such evaluation for the purpose of an annual performance review of the President.
5. Assess the competitiveness and appropriateness of, determine, and authorize, the salaries, incentive plans, terms of employment, retirement or severance, benefits, and perquisites of the executive officers of ReliabilityFirst.
6. Authorize the granting of incentive compensation to other employees and delegate to the President, to the extent the Committee deems appropriate, the authority to allocate such awards among employees other than executive officers, subject to the limitations set forth in the applicable plans pursuant to which such compensation or awards are to be granted.
7. As requested by the full Board, review management's long-range planning for executive development and succession, and develop a President succession plan.
8. Review progress on diversity, equity, and inclusion efforts.
9. Perform periodic review of the effectiveness of ReliabilityFirst's recruiting efforts and talent oversight, management compensation and relevant human resources policies.
10. Perform other review functions as the Committee deems appropriate.

11. Conduct an evaluation of the Committee's performance and charter at least annually, and adopt such Committee Charter changes, as the Committee deems appropriate, subject to approval by the Board.

12. Regularly report to the Board regarding the Committee's activities.

APPOINTMENT OF ADVISORS

The Committee shall have the sole authority to retain, and approve the fees and other retention terms of, executive compensation, legal and other advisors, as it deems necessary for the fulfillment of its responsibilities.

ADOPTION AND APPROVAL

As adopted by the Compensation Committee on August 23, 2023 and approved by the Board of Directors on August 24, 2023.