

EAGLE BANCORP, INC

COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation Committee (“Committee”) of the Board of Directors (“Board”) of Eagle Bancorp, Inc., and its subsidiaries (“Company”) shall be:

- To discharge the Board’s responsibilities relating to the compensation of the Company’s executive officers, including the Chief Executive Officer. The Committee has overall responsibility for evaluating and approving the Company’s compensation plans, policies and programs;
- To evaluate the Company’s executive management succession plans; and
- To review and discuss the annual report on executive compensation for inclusion in the Company’s proxy statement.

COMPOSITION OF COMMITTEE

The Committee shall be composed of three or more members of the Board, each of whom is determined by the Board to: (a) be independent as defined by the New York Stock Exchange (“NYSE”) Listing Standards; and (b) qualify as “non-employee directors” as defined in the Securities Exchange Act of 1934. The members of the Committee and the Committee Chair shall be appointed, and may be replaced, by the Board of Directors. Committee members shall serve until they are replaced, they resign, or their successors are duly elected and qualified.

STRUCTURE AND MEETINGS

The Committee shall meet as often as the Committee considers appropriate, but no fewer than two times annually. The Committee Chair will preside at each meeting of the Committee and in consultation with the other members of the Committee, shall set the agenda of items to be addressed at each meeting, and will report the highlights of Committee meetings to the full Board at the Board’s next regular meeting. The CEO may not be present during voting or deliberations on the CEO’s compensation, however, he can be present for other executive officer compensation discussions.

OUTSIDE ADVISORS

The Committee shall have the sole authority to retain and terminate any compensation consulting firm used to assist it in the evaluation of CEO or executive officer compensation, including the sole authority to approve the firm’s fees and any other terms of retention. In addition, the Committee shall have the authority to retain, and to approve the fee payable to outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

- Review and approve annual corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and have sole authority to determine the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years;
- Establish overall corporate philosophy and design long-term strategies for executive compensation plans, such as retention, severance, incentive and benefit policies and programs, of the Company and its subsidiaries, including executive salary structure and short-term and long-term incentive programs;
- Review and approve promotions and new hires to the position of Executive Officer of the company and its subsidiaries;
- Make recommendations to the Board with respect to non-CEO executive officer compensation, incentive-compensation plans, and equity based plans that are subject to Board approval;
- Make recommendations to the Board with respect to the compensation for directors (including retainer, committee and committee chair fees, stock options and other similar items, as appropriate);
- Establish and approve policy on employment agreements, severance arrangements and change in control agreements and provisions as well as any special supplemental benefits for CEO and executive officers.
- Review and provide approval of management's recommendations for compensation amounts for all executive officers of Company, including base salary amounts and short-term and long-term incentive compensation payments and awards (including, without limitation, establishment of performance goals under incentive compensation plans);
- Review and discuss the annual report on executive officer compensation for inclusion in Company's proxy statement;
- Maintain minutes of Committee meetings and records relating to those meetings and Committee activities;
- Provide oversight of overall corporate philosophy and structure of compensation plans of the Company;
- Review and provide approval of overall Company expenditures for compensation on an annual basis;
- Ensure that the CEO discusses on an annual basis the Company's management development and executive succession activities at an executive session of non-management directors;

- Undertake from time to time additional activities within the scope of the Committee's charter as it may deem appropriate. Delegate responsibility to subcommittees of the Committee as necessary or appropriate.