

# CSB Bancorp, Inc. – Charter of the Compensation Committee of the Board of Directors

Effective May 28, 2009

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## Purpose

The purpose of the Compensation Committee (the “Committee”) is to aid the Board of Directors of CSB Bancorp, Inc. and its consolidated subsidiaries (the “Company”) in discharging its responsibilities relating to the compensation of the Company’s officers and directors, including overseeing administration of related incentive plans and benefit programs, and to perform such other duties and responsibilities as may be set forth in this charter or directed by the Board of Directors or applicable regulatory authority.

## Composition and Membership

The Committee shall be comprised of at least three members of the Board, each of whom shall, as determined by the Board, meet the independence requirements of the NASDAQ listing standards. In addition, two or more members of the Committee shall be “non-employee directors” as defined in Section 16b-3 of the Securities Exchange Act of 1934 and “outside directors” for purposes of Section 162(m) of the Internal Revenue Code.

Committee members will be appointed annually by the Board and normally at the Board’s first regularly scheduled meeting after the annual shareholders meeting. Each member of the Committee will serve at the pleasure of the Board.

Each member of the Committee shall have a duty to avoid any relationship that, either in fact or appearance, might impact the independent judgment of the Director in their service as a member of the Committee, and to immediately disclose to the Board Chairperson any such relationship.

The Board will designate one member of the Committee as the Committee chairperson. The Committee chairperson will preside over meetings of the Committee, may call special meetings in addition to those regularly scheduled, and will be responsible for timely reporting of all Committee actions and recommendations to the Board.

## Meetings

The Compensation Committee shall meet as often as it determines to be appropriate and at least twice annually. The chairperson of the Committee will customarily schedule meetings; however, a majority of Committee members may call a meeting if necessary during times of unavailability of the Committee chairperson.

The Committee may invite any officer, director, employee, outside counsel, consultant or independent accountant to attend any meeting or portion thereof as the Committee deems appropriate. Unless specifically invited by the Committee, no employee of the Company should be in attendance during any portion of a meeting where their performance or compensation is discussed. The Committee may meet in Executive Session without

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members of management present as often as deemed appropriate. Any member of the Committee may call for Executive Session.

### Responsibilities and Authority

1. The Committee will oversee implementation of the Company's compensation philosophy and objectives as established by the Board of Directors in consultation with senior management.
2. In general, the Committee will seek to 1) provide target base salaries close to the mean of the market rate paid for comparable positions by similarly sized bank holding companies, 2) establish performance-based compensation focused on individual results, team results, and contributions to the Company's overall performance, and 3) align the interests of management and shareholders by utilizing stock awards or options as a component of total compensation.
3. The Committee is responsible for recommending to the full board the compensation, incentive compensation and equity-based plans for each Named Executive Officer, including any long-term incentives. In developing its recommendation, the Committee should take into consideration components of the individual's compensation package as well as the aggregate amount, including any tally sheets or similar instruments used in connection with evaluating Executive Management compensation. The Committee will also consider, as part of its evaluation of Named Executive Officer compensation, input from the Chief Executive Officer of the Company and/or the Chief Executive Officer of any of the Company's subsidiaries.
4. The Committee will review and recommend to the Board employment agreements, severance agreements, change in control agreements, perquisites or other in-kind benefits, and any other special or supplemental benefits it deems to be appropriate to the circumstances of each member of Executive Management.
5. On a periodic basis, the Committee will review the Company's various employee benefit plans covering substantially all employees, including but not limited to, 401(k) and profit sharing plans, healthcare plans, and various plans that supplement the foregoing. The Committee shall review material modifications to benefit plans and recommend action on such modifications to the Board.
6. The Committee shall periodically review and recommend to the Board compensation and benefits for Directors consistent with the Corporation's overall compensation philosophy and guiding principles, including the appropriate mix of cash compensation and equity compensation.
7. The Committee shall periodically review comparison information from a peer group of companies for officer and director compensation, including base salary, bonus and published incentive provisions.

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8. The Committee shall have the authority to retain and terminate compensation consultants in the evaluation of executive officer or director compensation and shall have the authority to approve terms and fees of such retention. The Committee shall also have the authority to obtain advice and assistance from legal, accounting, or other advisors, as it deems appropriate, and shall have access to internal information necessary to evaluate and administer the Company's compensation and benefit programs.

9. The Committee shall review and discuss with the Chief Executive Officer and the Chief Financial Officer the disclosures made in the Compensation Discussion and Analysis section of the Company's proxy statement for the annual meeting of shareholders and recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company's annual report on Form 10-K and the proxy statement for the annual meeting of shareholders.

10. The Committee shall produce annually the report on executive compensation required by the rules of the Securities and Exchange Commission to be included in, or incorporated by reference into, the Company's annual report on Form 10-K.

11. The Committee shall periodically review and assess the adequacy of its Charter and recommend to the Board any changes to the Charter. The Committee shall also periodically compare its own performance to the requirements of its Charter, and provide a report of its performance to the Board.

12. The Committee shall report its activities to the Board of Directors on a timely basis, including providing minutes of all meetings in form and detail deemed appropriate by the Board.

13. The Committee shall discharge any other duties or responsibilities relating to the Company's compensation programs as may from time to time be expressly assigned to the Committee by the Board.

### Delegation

The Committee may delegate to its chairperson or a subcommittee of at least two members such power and authority as the Committee deems to be appropriate, except such powers and authorities required by law or regulation to be exercised by the whole Committee. In particular, the Committee may delegate the approval of award grants and other transactions and other responsibilities regarding the administration of compensatory programs to a subcommittee consisting solely of members of the Committee who are 1) "Non-Employee Directors" for the purposes of Rule 16b-3, and/or 2) "outside directors" for the purposes of Section 162(m).