

**EAGLE BANCORP MONTANA, INC.
OPPORTUNITY BANK**

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Eagle Bancorp Montana, Inc. (the "Company" or "Eagle") and is established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934 and the Nasdaq *Corporate Governance Requirements* (Nasdaq 5600 Series), and specifically for the Compensation Committee Nasdaq Rule 5605(d). The Committee is a standing Committee of the Board whose primary responsibilities, authority, and duties are enumerated herein.

Committee Membership and Independence

Number: The Committee shall be comprised of no fewer than three (3) members. (Nasdaq 5605(d)(2)(A)).

Nominations/Approval: The members of the Compensation Committee shall be recommended by the Board Chair and approved by the Board or as directed by the Bylaws of the Company. The Board shall designate one member of the Committee as its Chairperson.

Removal: Members may be removed by the Board at its discretion with or without cause.

Independence: Each member of the Committee shall be "independent" in accordance with the SEC Rules and Nasdaq *Corporate Governance Requirements* (Nasdaq 5605(a)(2)).

In addition, in affirmatively determining the "independence" of any Compensation Committee member who will serve on the Committee, the Board must consider all factors specifically relevant to determining whether a member has a relationship to the Company which is material to that member's ability to be "independent" from management in connection with the duties of a Committee member, including, but not limited to:

- The source of the Compensation of such member, including any consulting, advisory, or other compensatory fee paid by the Company to such Director; and
- Whether such member is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. (Nasdaq 5605(d)(2)(A)).

Committee Structure and Operations

The Committee shall meet at least two (2) times each year and at such other times as the Committee or its Chair deems necessary to perform the Committee's responsibilities. The Committee may meet by

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telephone or video conference. In addition, the Committee may take action by written consent. All meetings of the Committee shall be governed by the same rules regarding notice, quorum, and voting requirements as are applicable to the full Board. Written minutes shall be kept for all meetings of the Committee and shall be duly reported to the Company's Board of Directors.

In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of Eagle whom the Committee member reasonably believes to be reliable and competent in the matters presented;
- Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; or
- Another committee of the Board as to matters within its designated authority.

Any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee may attend the meetings of the Committee when asked to do so but may not be present when the Committee meets to discuss or approve the compensation or performance of such persons, as applicable. The Chairperson of the Board, however, may be present for discussions related to the compensation of the Chief Executive Officer/President.

The Committee may delegate authority to one or more members when appropriate, provided that decisions made pursuant to such delegated authority shall be presented to the full Committee at its next scheduled meeting.

Committee Authority and Responsibilities

At a minimum, the Committee's duties and responsibilities shall include, but are not limited to, the following:

Director, Chief Executive Officer, and Executive Officer Compensation

- Annually, the Committee shall review and approve the following Company plans and/or policies related to Company compensation and/or expense reimbursement, where appropriate:
 - Short-Term Incentive Plan.
 - Long-Term Incentive Plan.
 - Clawback Policy (e.g. Recovery of Erroneously Awarded Compensation (Nasdaq 5608)).
 - Stock Ownership Policy.
 - Corporate Travel Policy (Director and Executive Officers only).

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- Annually, the Committee shall review the overall compensation philosophy of the Company and consider whether any compensation programs encourage unnecessary or excessive risk taking or are reasonably likely to have a material adverse effect on the Company. To the extent the Committee identifies any such issues in respect of its compensation policies and practices, the Committee shall discuss with Company management actions the Company may take to eliminate risks.
- The Committee shall have sole authority to determine and recommend compensation to the Board for review and approval, including as provided in the Company's incentive compensation plans, non-equity bonus plans, and equity-based plans, for the Chief Executive Officer, the Chief Financial Officer and the Chief Operations Officer. (Nasdaq 5605(d)(1)(B)). The Chief Executive Officer may not be present during voting or deliberation on his or her compensation. (Nasdaq 5605(d)(1)(C)).
- Annually, the Committee shall review the Board's plan for Director compensation and benefits for service on the Board and Board committees and recommend any changes to the Board for review and approval.
- Annually, the Committee shall review and approve Company goals and objectives.
- Annually, the Committee shall review and approve the total estimated overall percentage of compensation increases, if any, for Bank employees and officers.
- Annually, with input from the Chief Executive Officer, the Committee shall review the performance and compensation plans of all other senior executive officers and other key executives, including as provided in the Company's incentive-compensation plans, non-equity bonus plans, and equity-based plans.
- Annually, the Committee shall review and approve the total estimated overall percentage of short-term incentives, if any, for Bank employees and officers.
- The Committee shall provide oversight to the short-term incentive compensation programs to ensure:
 - Appropriate balance between risk taking and financial goals in a manner that does not encourage employees to expose the organization to imprudent or excessive risk.
 - Consistency with the federal banking laws, regulations and guidelines and safety and soundness practices.
 - Appropriate governance within the management structure with regards to review, approval and administration of all incentive compensation plans.
- Review, and recommend to the board of Directors for approval, subject to necessary or appropriate stockholder approval, stock option plans and other equity-based compensation plans that permit payment based on the Company's stock.
- Review the results of any stockholder advisory vote (e.g., "say on pay") regarding compensation plans or programs of the Company and shall consider whether to implement, or recommend to the Board, any changes because of such advisory vote.

Legal and Regulatory Compliance

- Oversee regulatory compliance with respect to compensation, including structuring compensation

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programs in a manner that preserves tax deductibility for the purposes of Section 162(m) of the Internal Revenue Code and Section 16 of the Exchange Act, where doing so will further the purposes of the Company's executive compensation program.

- Ensure Committee compliance with SEC and Nasdaq *Corporate Governance Requirements* in the Nasdaq 5600 Series and specifically Nasdaq rule 5605(d)) for the Compensation Committees. Additionally, the Committee should monitor the Company's qualification for certain exceptions as a *Smaller Reporting Company* (Nasdaq 5605(d)(5)).

Other Committee Matters

- Annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval (Nasdaq 5605(d)(1)).
- Annually, review its own performance in accordance with the standards established by the Board for committees.
- Make regular reports to the Board.
- The Committee, may at its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel, or other advisor (Nasdaq 5605(d)(3)(A)).
- The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, legal counsel, and other advisor retained by the Committee. Nasdaq 5605(d)(3)(B)).
- To the extent required by the rules of the securities exchange on which the Company's securities are listed, prior to selecting or receiving advice from an advisor, the Committee will conduct an independence assessment, taking into consideration the factors set forth in such rules and any other factors the Committee deems relevant to the advisor's independence from management.