



COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Hoyne Bancorp, Inc. (the “Company”) to assist the Board in fulfilling its responsibilities relating to the compensation and benefits provided to the Company’s executive management (for the purposes of this Charter, “executive management” means all individuals qualifying as “executive officers” of the Company as defined by Rule 16a-1(f) of the Securities and Exchange Commission (the “SEC”) regulations). The Committee is also authorized to review, evaluate and determine, and where warranted or appropriate, make recommendations to the Board for its determination, as to various benefit plans and the overall compensation for the Company and its wholly owned subsidiaries.

II. Committee Membership

The Committee shall be composed of a minimum of two (2) directors, each of whom shall satisfy The Nasdaq Stock Market LLC listing standards for independence, subject to any applicable exceptions or cure periods, and SEC rules and regulation. Additionally, members of the Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and “outside directors” for purposes of Section 162(m) of the Internal Revenue Code.

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. The Board shall consider all factors relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including the source of compensation of such director and whether the director is affiliated with the Company or any subsidiary or affiliate of the Company.

The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. Unless a chair is appointed by the full Board, the members of the Committee may designate a chair by majority vote of the full Committee membership.

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving written notice to the Chairman of the Board, the Corporate Secretary or the Board. The Board shall appoint a successor when a resignation becomes effective if the resignation causes the minimum number of directors to be fewer than two; otherwise, the Board may appoint a successor when a resignation occurs.

III. Meetings

The Committee shall meet at least annually, either in person or telephonically, and at such time and place as the Committee shall determine. and may hold additional meetings as it deems necessary or appropriate. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information. A majority of Committee members shall constitute a quorum, and a majority of the members present at any meeting shall decide any questions brought before the Committee.

IV. Authority and Responsibilities

The specific authority and responsibilities of the Committee shall include, but are not limited to, the following:

- (i) Establish, review and modify from time to time as appropriate the overall compensation philosophy of the Company. At least annually, review the executive compensation philosophy and revise, as appropriate.
- (ii) Review, evaluate and determine Company objectives relevant to the Chief Executive Officer compensation; evaluate Chief Executive Officer performance relative to established goals; and review, evaluate, determine and recommend to the Board Chief Executive Officer compensation. The Chief Executive Officer may not be present during voting or deliberations on the Chief Executive Officer's compensation.
- (iii) In consultation with the Chief Executive Officer, review, evaluate and determine goals relevant to the compensation of the Company's other executive management and recommend same to the Board; and review such officers' performance relative to established goals; and review, evaluate, determine and recommend to the Board such officers' compensation based on this evaluation.
- (iv) In consultation with the Nominating and Corporate Governance Committee, review, evaluate and determine the compensation to be paid to directors of the Company and of affiliates of the Company for their service on the Board and provide to the Board recommendations for such compensation.
- (v) Review, evaluate and determine the terms of employment, change in control and/or severance agreements/arrangements for executive officers, as well as other compensatory arrangements for executive management, and make recommendations to the Board in connection with such determinations for executive officers and executive management.
- (vi) Oversee the administration of any benefit plans adopted by the Company, including any stock benefit plans.
- (vii) Review and recommend to the Board for its approval employee incentive and compensation plans and arrangements.

- (viii) To the extent required, the Committee shall review and recommend to the Board disclosure for inclusion in the annual proxy statement under the caption “Compensation Discussion and Analysis,” and prepare, publish and adopt a compensation committee report in the annual meeting proxy statement.
- (ix) At least annually, the Committee, along with the most senior officer responsible for risk, will review and assess the potential risk to the Company from its compensation programs, including any incentive plans, to ensure that such plans, programs and policies do not motivate or incent unnecessary or excessive risk-taking.
- (x) The Committee shall be authorized to periodically review and approve the companies included in the compensation peer group based on criteria the Committee deems appropriate.
- (xi) Report to the full Board any actions taken.
- (xii) Annually review the adequacy of this Charter and recommend changes to the Board as needed.

V. Committee Resources

In discharging its duties, the Committee shall have, in its sole discretion, the authority to retain, obtain the advice of or terminate any compensation consultant or other advisor (an “Advisor”) to assist the Committee in fulfilling its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to such Advisor(s). The Committee may select or receive advice from an Advisor only after taking into consideration the Advisor’s independence by taking into account all relevant factors, including those required by The Nasdaq Stock Market LLC or the SEC.

Nothing herein shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of the Advisor or (ii) to affect the ability or obligation of a Committee to exercise its own judgment in fulfillment of the duties of the Committee.

The Committee is not required to conduct an independence assessment for an Advisor that acts in a role limited to the following activities: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (ii) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice.

Approved by the Board on November 21, 2025.