

## QCR Holdings, Inc. Compensation Committee Charter

The Compensation Committee (the “Committee”) assists the Board by discharging the Board’s responsibilities with respect to (a) overseeing the administration of employee qualified benefit plans and other employee benefit programs, (b) overseeing the administration of named executive, executive and non-executive officer compensation programs, (c) overseeing the administration of the equity based compensation plans, (d) producing such certifications or disclosures with respect to compensation programs as may be required under applicable law, rules or regulations, and (e) employee culture issues.

The Committee shall consist of at least three members of the QCRH Board, each of whom shall satisfy the independence requirements of the SEC, the NASDAQ Stock Market (or the requirements of any other exchange or national market on which the Company’s common stock is quoted or listed for trading), and of any other body with regulatory authority over the Company, as well as the requirements set forth in the Internal Revenue Code and other applicable legislation. The Board shall designate one member to be the Chair of the Committee.

The functions of the Committee, on behalf of the Board, shall be:

1. To review and assess the risks to the value of the Company associated with the Company’s compensation philosophy and compensation programs, and to administer particular programs for which the Committee is the designated administrator.
2. To review and adopt, amend, or terminate any retirement, deferred compensation, and other special compensation arrangements for the CEO and other named executive officers of the Company.
3. To meet with the Company’s Senior Risk Officer at least once per year to discuss the risks faced by the Company and the Company’s risk management strategies and policies.
4. To annually review the design and administration of the Company’s qualified benefit plans in performance of the fiduciary duties assigned to the Committee.
5. To report all Committee activities and findings to the Board, and subsidiary boards as appropriate, with recommendations for action when required.
6. To annually meet with the Company’s CEO to receive the CEO’s evaluations and recommendations regarding the performance of the other named executive officers.
7. To annually review and approve goals and objectives relevant to compensation of the named executive officers, including the CEO, and adjust such goals and objectives as circumstances warrant.
8. To annually evaluate the performance of the CEO of the Company.

9. To annually set the compensation for the CEO and other named executive officers, including short-term and long-term compensation, based upon such goals, objectives, and other factors the Committee deems appropriate.
10. To review and adopt, amend, or terminate any employment agreements, severance arrangements, and change of control agreements or provisions for the CEO and other named executive officers of the Company.
11. To review and approve the Compensation Discussion and Analysis section of the Company's proxy statement and produce a report on executive compensation in accordance with all applicable rules and regulations.
12. To ensure that the Company includes in its proxy statement a nonbinding stockholder vote on executive compensation (a "say-on-pay" proposal), as well as a vote on the frequency of the inclusion of such say-on-pay proposals in accordance with all applicable rules and regulations. The Committee shall review the results of the say-on-pay stockholder advisory vote and frequency vote and shall consider any implications.
13. To make recommendations to the Board regarding incentive compensation plans and equity-based plans for the Company. The Committee shall adopt, approve, and ratify awards under incentive compensation plans and equity-based plans created by the Board, and shall review and monitor awards under such plans.
14. To review and approve the annual equity compensation and related equity-based plans of all employees and directors of the Company and its subsidiaries.
15. For incentive plans intended to comply with Section 162(m) of the Internal Revenue Code, determine the performance goals under which compensation is to be paid and certify whether the performance goals have been satisfied.
16. To have the right to retain and terminate compensation consultants, legal counsel or other advisors to assist in the evaluation of compensation or to provide other advice and/or services to assist the Committee in discharging its duties and obligations. Any costs associated with such third party advisors shall be borne by the Company.
17. To periodically evaluate, and make recommendations to the Board regarding, compensation and benefits for directors serving on the Board and subsidiary boards, and any committees thereof.
18. To act in an advisory capacity to the Board regarding compensation matters generally and the compensation philosophy of the Company.
19. To review and assess the adequacy of this Charter annually, and to recommend any proposed amendments relating to the Committee's duties with respect to compensation matters to the Board for approval.
20. To perform a periodic self-evaluation of its performance.

The foregoing list of duties is not exhaustive and the Committee may in addition perform such other functions as may be necessary or appropriate.