

AMENDED AND RESTATED CHARTER
COMPENSATION COMMITTEE
OF THE
BOARD OF DIRECTORS OF COUNTY BANCORP, INC.

I. PURPOSE.

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors of County Bancorp, Inc. (the “Company”) is to discharge the responsibilities of the Board of Directors relating to compensation of the Company’s executives and generally to provide assistance to the Board of Directors on compensation matters.

II. COMMITTEE COMPOSITION.

The Committee will be comprised of at least three members, consisting solely of “independent” directors, as defined by applicable law, including the rules and regulations of the Securities and Exchange Commission (“SEC”) and the rules of The NASDAQ Stock Market LLC. At least two members of the Committee also shall qualify as “outside directors”, as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and as “non-employee” directors, as such term is defined from time to time in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.

The members of the Committee will be appointed by the Board of Directors after taking into account the recommendations of the Nominating and Governance Committee of the Board of Directors. A member will serve until his or her successor is appointed, until his or her resignation from the Committee, until his or her position on the Committee is eliminated due to a reduction in the size of the Committee, until he or she is removed from the Committee, or until his or her service on the Board of Directors terminates. The chairperson of the Committee will be the member of the Committee appointed to serve in such capacity by the Board of Directors from time to time.

III. MEETINGS AND REPORTS.

The Committee will meet as frequently as the Committee deems necessary, but the Committee will meet at least four times each year. Meetings of the Committee may be called by or at the request of the Chairman of the Board of Directors, the chairperson of the Committee, or otherwise as provided in the bylaws of the Company. The Committee will report periodically to the Board of Directors regarding the Committee's activities.

The Committee shall meet without the presence of the President of the Company when approving or deliberating on the compensation of the President of the Company but may, in its discretion, invite the President of the Company to be present during the approval of, or deliberations with respect to, other executive officer compensation.

Each of the Committee, in its capacity as a committee of the Board of Directors, and the chairperson of the Committee, in his or her capacity as such, is authorized to direct the officers of the Company to provide for appropriate funding for payment of compensation to any compensation consultants, outside legal counsel and any other advisers retained by the Committee.

IV. SPECIFIC RESPONSIBILITIES AND AUTHORITY.

The specific responsibilities and authority of the Committee are as follows:

1. Retain or obtain the advice of a compensation consultant, legal counsel or other adviser, including ones that are not independent, after considering the factors specified below (unless such consideration is not required as specified below); provided, however, that the Committee shall not be required to retain or obtain, or act consistently with the advice or recommendations of, any compensation consultant, legal counsel or other adviser to the Committee, and the authority granted herein shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties hereunder. With respect to any compensation consultant, legal counsel or other adviser to the Committee, the Committee shall have the following additional specific responsibilities:
 - a. Before selecting, or receiving advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, the Committee shall

take into consideration the following factors:

(i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;

(ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

(iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

(iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;

(v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

(vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an “executive officer” of the Company subject to Section 16 of the Securities Exchange Act of 1934.

However, the Committee is not required to assess the independence of any compensation consultant, legal counsel or other adviser that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the legal counsel or other adviser, and about which the legal counsel or other adviser does not provide advice.

b. Approve all of the terms of engagement of the compensation consultant, legal counsel or other adviser and the compensation to be paid to the compensation consultant, legal counsel or other adviser, and oversee the work of the compensation consultant, legal counsel or other adviser.

2. Determine the cash compensation and cash compensation plans, including incentive compensation, the amounts and terms of stock option or other equity awards, and the terms of any agreements concerning employment, compensation or employment termination matters for the President of the Company, subject to ratification by the Board of Directors. In this role, the Committee is responsible for reviewing and approving corporate goals and objectives relevant to the compensation of this officer and for evaluating his or her performance in light of these goals and objectives as a basis for determining his or her compensation level.
3. After taking into consideration the recommendations of the President of the Company, determine the cash compensation and cash compensation plans, including incentive compensation, the amounts and terms of stock option or other equity awards, and the terms of any agreements concerning employment, compensation, or employment termination matters for the other “executive officers” of the Company and its subsidiaries who are subject to Section 16 of the Securities Exchange Act of 1934 and other key executive officers of the Company and its subsidiaries identified from time to time by the Committee in consultation with the President of the Company.
4. Monitor the application of Company retirement and other fringe benefit plans to the President and the other individuals referred to in item (3), above, and recommend such actions with respect to these matters from time to time to the Board of Directors, to another committee, or to the senior executive officers of the Company as is deemed appropriate by the Committee.
5. Periodically review succession plans for the President, any other “executive officers” of the Company and its subsidiaries subject to Section 16 of the Securities Exchange Act of 1934, and other key executive officers of the Company and its subsidiaries identified from time to time by the Committee, and periodically report to the Board of Directors on these matters.
6. Act as the “Administrator” under the 2012 Equity Incentive Compensation Plan of the Company, as from time to time amended, as the “Committee” under the County Bancorp. Inc. 2016 Long Term Incentive Plan, as from time to time amended, and as the

administrator or any long-term incentive program as the Company may adopt from time to time, responsible for the grant of options or other awards and for all other administration under such plans with respect to Employees, Consultants and Participants (as such terms are defined in each respective plan), with the power to delegate its authority and responsibilities to the President or a Vice President of the Company as it deems appropriate, monitor the status and terms of such plan, including shares available for issue, and make recommendations to the Board of Directors with respect to the plan as the administrator or committee deems appropriate.

7. Act on behalf of the Board of Directors with respect to the employee retirement and welfare plans of the Company and any other equity-based compensation plans in addition to those otherwise described herein.
8. To the extent applicable to the Company, review and discuss with management the Company's disclosures to be included in the Company's annual proxy statement under the heading "Compensation Discussion and Analysis" and, based on this review and discussion, make a recommendation to the Board of Directors regarding inclusion of such disclosure in the Company's annual proxy statement. To the extent required under the rules of the Securities and Exchange Commission, provide a Compensation Committee Report to be included in the Company's annual proxy statement which:
 - (a) states whether the Committee has reviewed and discussed with management the "Compensation Discussion and Analysis section," and
 - (b) states whether the Committee recommended to the Board of Directors that the "Compensation Discussion and Analysis section," be included in the Company's annual proxy statement.
9. Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including, to the extent applicable to the Company, advisory votes on executive compensation and the frequency of such votes, and the requirement under the NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans.

10. Review the compensation arrangements in effect for the non-management members of the Board of Directors and recommend to the full Board of Directors any changes deemed appropriate.
11. Undertake such additional activities relating to compensation matters as the Committee or the Board of Directors determines from time to time.

V. DELEGATION; USE OF ADVISERS.

The Committee may, if it deems appropriate from time to time, delegate authority with respect to any of its functions to such officers of the Company, committees comprised of such persons, or a subcommittee of the Committee, including (1) a subcommittee consisting of a single member, and (2) a subcommittee consisting of at least two members, each of whom qualifies as a “non-employee director,” as such term is defined from time to time in Rule 16b-3 promulgated under the Security Exchange Act of 1934, as amended, and the rules and regulations thereunder, and an “outside director,” as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder.

In the course of fulfilling its duties and in addition to what is provided above, the Committee has the authority to retain its own independent advisers in its sole discretion, and to approve the fees and other retention terms of any adviser and to terminate such adviser.

VI. ANNUAL EVALUATION.

The Committee will evaluate its performance, and review and reassess this charter, on an annual basis.

Approved by the Board Compensation Committee on April 16, 2019.

Approved by the Board of Directors on June 18, 2019.