

**JOINT COMPENSATION COMMITTEE CHARTER  
OF  
CULLMAN BANCORP, INC.  
AND  
CULLMAN SAVINGS BANK**

**I. Purpose**

A Joint Compensation Committee (the “Committee”) has been established by the Boards of Directors (collectively, the “Boards”) of Cullman Bancorp, Inc. (the “Company”) and Cullman Savings Bank (the “Bank”) to assist the Boards in fulfilling their responsibilities relating to the compensation and benefits provided to the Company’s and Bank’s executive management (“executive management” means each individual qualifying as an “officer” of the Company and Bank as defined by Rule 16a-1(f) of the SEC Regulations) and members of the Boards. The Committee is authorized to review, evaluate and recommend various benefit plans and overall compensation for the Company and its wholly owned subsidiaries, including the Bank.

**II. Committee Membership**

The Committee shall be composed of a minimum of three persons, each of whom are members of the board of directors of both the Company and of the Bank, satisfy the standards used by the Board of Directors of the Company in determining independence and satisfy the OTCBB listing standards for independence. In addition, all members of the Committee must qualify as an “outside director” under Section 162(m) of the Internal Revenue Code and as a “non-employee director” under Rule 16b-3 of the SEC Regulations. The Boards jointly shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three, or in the event that the Boards each determine that the number of members on the Committee should be increased.

The members of the Committee shall be jointly appointed by the Boards and shall serve until their successors are duly elected and qualified. Unless a Chairperson is jointly elected by the Boards, the members of the Committee may designate a Chairperson 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 both the Board of Directors of the Bank and the Board of Directors of the Company. Any Committee member may resign effective upon giving written notice to the Chairman of each of the Boards, the Corporate Secretaries of the Bank and the Company or the Boards. The Boards shall jointly elect a successor to take office when a resignation becomes effective.

### **III. Meetings**

The Committee shall meet at least annually and may hold additional meetings as needed 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 the entire Committee membership shall constitute a quorum, and all actions taken by the Committee shall require the affirmative vote of a majority of the membership of the Committee.

The Committee shall have authority to retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve any related fees and retention terms.

The Committee shall report its actions and any recommendations to the Board of Directors of the Company or Bank, as applicable, after each Committee meeting. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Boards for approval.

The Chief Executive Officer and other member of executive management may not be present during voting or discussions on their respective compensation.

### **IV. Authority and Responsibilities**

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

1. Establish, review, and modify from time to time as appropriate the overall compensation philosophy of the Company and Bank.
2. Review, evaluate and recommend Company and Bank objectives relevant to the Chief Executive Officer's compensation; evaluate the Chief Executive Officer's performance relative to established goals; and review, evaluate and establish the Chief Executive Officer's compensation.
3. Review, evaluate and recommend to the Boards for approval on an annual basis an evaluation process and compensation structure for the Company's and Bank's executive management and a compensation review process for all employees of the Company and its subsidiaries. The Committee shall, with the participation of the Chief Executive Officer, evaluate the performance of the Company's and Bank's senior executive officers and establish annual compensation packages, including salary, bonus, incentive compensation and equity compensation, for such executive officers. The Committee shall also provide oversight of management's decisions concerning the performance and compensation of other Company and Bank officers.

4. Review, evaluate and recommend succession planning and management development for the Company's and Bank's executive management, including the Chief Executive Officer.
5. Review, evaluate and establish, in consultation with the Governance/Nominating Committee, the compensation to be paid to directors of the Company, Bank and affiliates of the Company for their service on the Boards.
6. Review, evaluate and establish the terms of employment and severance agreements/arrangements for the Company's and Bank's executive management, including any change of control and indemnification provisions, as well as other compensatory arrangements for executive management.
7. Review the Company's stock-based and other major incentive/compensation plans, as applicable, and recommend to the Boards such changes as may be appropriate. Except to the extent set forth in any stock based incentive plan of the Company, the Committee shall make all discretionary decisions regarding the recipients, amounts and form of any stock awards to be issued under the Company's and Bank's stock based incentive plans.
8. To the extent required, prepare and publish an annual executive compensation report in the Company's proxy statement.
9. Report to the Boards any actions taken for ratification by the Boards, as necessary.
10. Annually review this Charter and recommend changes to the Boards as needed.
11. Maintain minutes and other records of the Committee's activities.

Adopted as of April 20, 2010