

CCF HOLDING CO.
COMPENSATION COMMITTEE CHARTER

1. **Members.** The Board of Directors appoints a Compensation Committee of at least three members, consisting entirely of "independent" (as defined by The Nasdaq Stock Market) members of the Board and designates one member as chairperson.

2. **Purposes, Duties and Responsibilities.** The Compensation Committee shall discharge the Board's responsibilities with respect to compensation of the Company's executive officers, including determination of certain compensation awards for senior executives, and produce an annual report on executive compensation for inclusion in the Company's proxy statement relating to its annual meeting of shareholders. Specifically, the Compensation Committee will:

- (a) Set corporate goals and objectives relevant to the compensation for the Chief Executive Officer ("CEO").
- (b) Evaluate the CEO's performance in light of such goals and objectives and set the compensation for the CEO based on this evaluation.
- (c) Set the compensation of other executive officers based upon the recommendation of the CEO.
- (d) Make awards to executives under all CCF Holding Co. ("CCF") and Heritage Bank stock option plans.
- (e) Review and approve the design of other benefit plans pertaining to executives of the CCF.
- (f) Review and recommend to the Board of Directors regarding the design and approval of all incentive compensation plans and equity-based plans not otherwise approved pursuant to clause (e) above.
- (g) Approve such reports on compensation as are necessary for filing with the SEC and other government bodies.
- (h) Administer all plans that require "disinterested administration" under Rule 16b-3 under the Securities Exchange Act of 1934.
- (i) Approve the amendment or modification of any compensation or benefit plan pertaining to executives of CCF that does not require shareholder approval, if any.
- (j) Review and recommend to the Board of Directors changes to the outside directors' compensation.
- (k) Retain outside consultants and obtain assistance from members of management as the Committee deems appropriate in the exercise of its authority.

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- (l) Make reports and recommendations to the Board of Directors within the scope of its functions.
- (m) Prepare an annual report on executive compensation satisfying the requirements of Item 402(k) of Regulation S-K, if and when applicable, for inclusion in the Company's proxy statement relating to its annual meeting of shareholders.
- (n) Conduct an annual performance evaluation of the Compensation Committee.

3. Meetings. The Compensation Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Compensation Committee constitutes a quorum.