

Burke & Herbert Financial Services Corp. (“Company”)
COMPENSATION COMMITTEE CHARTER

Composition of the Compensation Committee (“Committee”)

The Committee will be comprised of a minimum of three members appointed annually by the Board of Directors (the “Board”), one of whom will serve as the Committee’s Chair. The Committee members shall meet the independence and qualification requirements of the federal securities laws, the applicable regulations of the Securities and Exchange Commission (“SEC”) and the NASDAQ Stock Market LLC, and be free from any relationships that, in the opinion of the Board, would interfere with the exercise of such director’s independent judgment as a member of the Committee. At least two members of the Committee also shall qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Securities and Exchange Act of 1934, as amended.

Purpose

The purpose of the Committee is to carry out the Board’s overall responsibilities relating to the management level employees of the Company (“Management”), leadership development and executive compensation. The Committee is responsible for overseeing the Company’s and its subsidiaries’ compensation policies and philosophy and their specific application to the directors and executive officers of the Company and its subsidiaries. The Committee shall review and approve disclosures required by the SEC related to the Committee and its responsibilities, including the Compensation Discussion & Analysis and executive compensation disclosure for inclusion in the Company’s Annual Report and Proxy Statement in accordance with applicable SEC rules and regulations.

Committee Duties and Responsibilities

The responsibilities include the following:

- Assist the Board in establishing the Company’s general compensation philosophy, periodically review and approve changes to the Company’s compensation philosophy, principles and policies and oversee the development and implementation of the Company’s compensation programs;
- Annually review and provide, if appropriate, recommendations to the full Board regarding changes to the Company’s or any of its subsidiaries’ compensation policies and programs, which should bear relationship primarily to the successful financial performance of the Company and the creation of shareholder value;
- Review and recommend changes, as needed, to the Company’s equity incentive compensation plans and other stock-based plans. Unless otherwise provided by the Board, the Committee shall have and shall execute the full authority of the Board to administer such plans;
- Annually review, and recommend for approval by the full Board, the compensation of the Board;
- Annually review and approve corporate goals and objectives relevant to the CEO compensation and evaluate the CEO’s performance in light of those goals and objectives. Determine and approve the compensation and perquisites to be paid or provided to the CEO based on this evaluation. In determining the long-term incentive component of the CEO compensation, the Committee shall consider, among other factors, the Company’s performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies and the

awards given to the CEO in past years. The CEO may not be present during voting or any deliberations on his or her compensation;

- Annually review and approve, in consultation as appropriate with the CEO, the compensation (including salary, incentive bonuses, equity awards, severance payments and other benefits) and other terms of employment of all other executive officers of the Company and its subsidiaries that have been designated as “executive officers” of the Company within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (“Section 16 Officers”); provided that, the hiring, appointment or promotion of an individual into a position as a Section 16 Officer, and the conferring of the titles of the Section 16 Officers, shall be reserved to the Board;
- Review, modify, and approve, as appropriate, Management’s recommendations for amendments to the Company’s qualified and non-qualified benefit programs, including the 401(k) Plan and Pension Plan;
- Review and discuss with Management the Compensation Discussion & Analysis, and based on such review and discussions, if appropriate, recommend whether to include the Compensation Discussion & Analysis in the Company’s Annual Report on Form 10-K, and Proxy Statement on Schedule 14A and produce the annual Compensation Committee Report for inclusion in the Company’s proxy statement in compliance with the rules and regulations promulgated by the SEC; and
- To the extent not prohibited by applicable law, delegate to the CEO, which she/he may delegate to subordinates, the authority, within established limits, to establish appropriate programs, policies, practices, and procedures relating to the compensation of all non-executive employees of the Company and its subsidiaries.

Operation of the Committee

The Committee will meet as often as its members deem necessary to perform the Committee’s responsibilities, but at least twice per year. Meetings of the Committee may be held by means of conference telephone, video-conference, or other electronic means where all members present can communicate effectively. A majority of members shall constitute a quorum. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. A decision may also be taken by unanimous written consent (including by consent via email) of the Committee members.

The Committee shall report its actions or recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee.

Compensation Consultants, Legal Counsel, and Other Advisers

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel, or other adviser and shall be directly responsible for the appointment, termination, compensation, and oversight of the work of any compensation consultant, legal counsel, and other adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel, or any other adviser retained by the Committee.

The Committee must review and take into consideration the independence factors listed under Rule 5605(d)(3) of the NASDAQ Stock Market Rules before selecting or receiving any advice from a

compensation consultant, legal counsel, or other adviser to the Committee, other than in-house legal counsel. However, there is no requirement that a compensation consultant, legal counsel or other compensation advisor be independent, only that the Committee consider such factors before selecting or receiving advice from such compensation advisor.

Board Involvement with Management

Directors shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- One or more officers or employees of the Company whom the director reasonably believes to be reliable and competent in the matters presented;
- Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person; and
- A committee of the Board, upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

The Committee shall review, at least annually, the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Approved this 23rd day of October, 2025 by the Board.