

# **Charter of the Compensation Committee of the Board of Directors of Capitol Federal® Financial, Inc.**

## **I. Statement of Policy**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Capitol Federal Financial, Inc. (the “Corporation”) shall discharge the Board’s responsibilities relating to the compensation of the Corporation’s executive officers and other key management personnel, and make recommendations to the Board regarding director compensation.

## **II. Committee Composition and Meetings**

The Committee shall be comprised of three or more directors (including a chairperson) as appointed by the Board, each of whom shall be an independent director as defined by the Nasdaq Stock Market (the "Nasdaq") listing standards and each of whom cannot, while serving on the Committee, accept directly or indirectly any “consulting, advisory or other compensation fee” from the Corporation, other than fees for Board or Committee service or fixed amounts under a retirement plan for prior service with the Corporation. The Board must also consider whether the director is affiliated with the Corporation (*e.g.*, as, or as a nominee of, a large shareholder) and whether any such affiliation would impair the director’s judgment as a Committee member. The Board shall also consider whether it is advisable for members of the Committee to also qualify as “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), or any other standards of applicable law, rule or regulation.

The members of the Committee shall be selected annually by the Board, considering the recommendation of the Nominating Committee of the Board. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies, subject to the qualification requirements of this Charter. The Committee shall meet at least two times annually or more frequently as circumstances require.

## **III. Committee Duties, Responsibilities and Process**

The Committee will cause to be kept minutes of all its proceedings, and will report its actions to the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Corporation, or (c) the laws of its jurisdiction of incorporation.

The Committee may request that any directors, officers or employees of the Corporation, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

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The Committee shall have the following responsibilities:

- (1) Review at least annually the Corporation's compensation plans, including performance measures, incentives and rewards in light of the Corporation's objectives with respect to such plans, and, if the Committee deems it appropriate, adopt or recommend to the Board the adoption of new incentive-compensation plans, equity-based plans, other compensation plans or amendments to existing plans to ensure ongoing relevance and to ensure the incentive compensation arrangements do not encourage imprudent business risk.
- (2) Annually evaluate the Chief Executive Officer's performance in light of the corporate objectives, and determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining compensation of the Chief Executive Officer, the Committee will consider the Corporation's performance. The Chief Executive Officer may not be present during voting or deliberations on his compensation.
- (3) Oversee the evaluation of management of the Corporation, including the other executive officers of the Bank, and establish the compensation for the Corporation's executive officers and approve the compensation for other key members of management.
- (4) Recommend to the Board the appropriate level of compensation for Board and Board committee service by non-employee members of the Board.
- (5) Perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive or employee compensation plan.
- (6) Oversee the preparation of, and review, approve and issue, an annual report to shareholders on executive compensation for inclusion in the Corporation's proxy statement, in accordance with all applicable laws, regulations and listing standards.
- (7) Review, monitor and report to the Board, at least annually, on management development efforts to assure development of a pool of candidates for adequate and orderly management succession.
- (8) Review the Corporation's policies regarding the tax deductibility of compensation paid to the Corporation's executive officers for purposes of Section 162(m) of the Code.
- (9) Review and assess the adequacy of the Compensation Committee Charter annually and recommend any proposed changes to the Board.
- (10) Discharge any other duties and responsibilities delegated to the Committee from time to time.

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- (11) Establish and maintain a Stock Benefits Sub-Committee for the express purpose to award stock benefits to any officer or employee of the Company or Bank. The Sub-Committee will meet on an as-needed basis and will be provided recommendations for award from management and will be provided any information or records of awards made and outstanding.

#### **IV. Investigations and Studies; Outside Advisers**

The Committee may, in its sole discretion, conduct or authorize studies of or investigations into matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such counsel or other compensation advisers as it deems necessary (which may, if the Committee deems it appropriate, be the Corporation's regular counsel or advisers). The Committee shall have the following specific responsibilities and authority with respect to the selection of a compensation adviser:

- the Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser ("Compensation Adviser");
- the Committee may, in its sole discretion, terminate a Compensation adviser hired by the Committee;
- the Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee;
- the Corporation shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a Compensation Adviser retained by the Committee;
- before selecting, or receiving advice from, a Compensation Adviser, other than in-house legal counsel, the Committee shall conduct an independence assessment by considering the following six factors:
  - the provision of other services to the Corporation by the person that employs the Compensation Adviser;
  - the amount of fees received from the Corporation by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
  - the policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest;
  - any business or personal relationship of the Compensation Adviser with a member of the Committee;
  - any stock of the Corporation owned by the Compensation Adviser; and
  - any business or personal relationship of the Compensation Adviser or the person employing the Compensation Adviser with an executive officer of the Corporation.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than (1) in-house legal counsel or (2) an adviser whose role is limited to (i) consulting on any plan that does not discriminate in favor of executive officers or directors and that is available generally to all salaried employees or (ii) providing information that either is not customized for the

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Corporation or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice. An independence assessment would be required for the Corporation's outside legal counsel if it provides advice to the Committee. The independence assessments will be conducted at least annually.

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