

**Cass Information Systems, Inc.  
Compensation Committee Charter**

The purpose of this charter is to set forth the objectives, structure, and responsibilities of the Compensation Committee of the Board of Directors (the Committee) of Cass Information Systems, Inc. (the Company).

**I. PURPOSE**

The Board of Directors appoints the Compensation Committee to i.) discharge the Board's responsibilities relating to compensation of the Company's directors, Chief Executive Officer (CEO), and other executives, and ii.) produce an annual report on executive compensation for inclusion in the Company's proxy statement. The Committee has overall responsibility for approving and evaluating the compensation plans, policies and programs of the Company.

**II. COMMITTEE STRUCTURE AND PROCEEDINGS**

Number and Qualifications of Members

The Committee shall consist of at least three members of the Board who meet the required standards of independence under applicable law or regulation and the rules and regulations of the Nasdaq. The full Board shall from time to time determine the size of the Committee and shall formally appoint its members from among those who are qualified to serve on the Committee, and members shall serve at the pleasure of the Board. A member shall automatically cease to serve on the Committee if the member ceases to meet the qualifications for Committee membership. The Board shall be the sole and final judge as to whether a member meets the qualifications for membership and may remove a member if it determines that the member no longer meets those qualifications.

The Board may designate one of the members as the Chairman of the Committee, or if the Board does not make such designation the members shall elect a Chairman from among themselves.

Meetings

The Committee shall meet at least twice per year in conjunction with regularly scheduled meetings of the Board. The Committee may meet in person or telephonically. The Committee may meet at such other times as its responsibilities may require. The Committee shall keep minutes of its proceedings, which shall be duly filed in the Company's records.

Quorum and Voting

A majority of all members of the Committee eligible to vote on a matter shall constitute a quorum for the transaction of business on that matter, and the affirmative vote of a majority of the members eligible to vote on a matter shall be required to approve that matter, except that procedural matters may be approved by a majority of the members present. Members of the Committee may not act by proxy.

Action by Written Consent

Any action required or permitted to be taken by the Committee may be taken without a meeting, if all the members of the Committee consent to the action in writing and the written consent is filed with the minutes of the proceedings of the Committee.

Rules

The Committee may from time to time adopt rules not inconsistent with this Charter, for the conduct of its meetings and the transaction of its other business.

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**III. COMMITTEE RESPONSIBILITIES**

1. Review, at least annually, the Company's compensation strategy to ensure that (a) executives are rewarded in a manner consistent with such strategy, internal equity considerations, competitive practices, applicable legal and regulatory requirements and their contributions to Company growth, financial and operational performance, and (b) the executive compensation strategy supports the Company's objectives and shareholder interests.
2. Review and approve, at least annually, corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine the CEO's compensation levels based on this evaluation. In determining the equity based incentive component of CEO compensation, primarily stock options and restricted stock awards, the Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEO's at comparable companies and the awards given to the CEO in past years.
3. Make recommendations to the Board with respect to total compensation levels for such other executive officers of the Company, as the Committee may deem appropriate.
4. Approve annual retainer and meeting fees for the Board of Directors and committees of the Board, and fix the terms and awards of stock compensation for members of the Board, subject to shareholder approval where appropriate.
5. Except to the extent delegated to the CEO, approve the granting of stock options, restricted stock and other equity based awards under the Company's equity plans, subject to shareholder approval where appropriate.
6. Review and monitor the executive retirement plans of the Company.

**IV. ADDITIONAL RESPONSIBILITIES**

The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director or CEO compensation and shall have sole authority to approve the consultant's fees and other retention terms, all at the Company's expense.

Annually, the Committee shall review and reassess the adequacy of this Charter and conduct an evaluation of the Compensation Committee's own performance during the past year.