

## FIRST FOUNDATION INC.

### CHARTER OF THE COMPENSATION COMMITTEE

#### I. Purpose

The purpose of the Compensation Committee (the “*Committee*” or “*Compensation Committee*”) of the Board of Directors (the “*Board*”) of First Foundation Inc. is to oversee the compensation plans, policies and programs of First Foundation Inc. and its subsidiaries (collectively referred to as the “*Company*” unless the context otherwise requires), on behalf of the Board, in accordance with applicable laws, rules and regulations. The Committee’s principal functions are to:

- Review and approve the compensation plans, policies and programs for the Company’s Chief Executive Officer (“*CEO*”) and other senior officers, including those senior officers who are “executive officers” as defined under applicable laws, rules and regulations (the “*Senior Officers*”);
- Develop, review and make recommendations to the Board with respect to the adoption or revision of cash and equity incentive plans, approve individual grants or awards thereunder and report to the full Board regarding the terms of such individual grants or awards;
- Review and discuss with the Company’s management the narrative discussion and tables regarding executive officer and director compensation to be included in the Company’s annual proxy statement, in accordance with applicable laws, rules and regulations;
- Produce and approve an annual report on executive compensation for inclusion in the Company’s annual proxy statement, in accordance with applicable laws, rules and regulations; and
- Make recommendations to the full Board regarding the type and amount of compensation to be paid or awarded to members of the Board.

For purposes of this Charter, it is understood that the term “compensation” includes salary, discretionary bonuses, cash incentive plan awards, equity incentive plan awards, perquisites, severance or change of control arrangements, retirement benefits, tax gross up provisions and other related benefits and benefit plans.

#### II. Membership

**A. Appointment of Committee Members.** The Committee shall consist of two or more members of the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board. The Chairman of the Committee also shall be appointed by the Board. Committee members may be removed, without cause, by the affirmative vote of the majority of

the Board of Directors at any time. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary or the full Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation). Vacancies occurring on the Committee shall be filled by the Board.

**B. Independence Requirements.** Each member of the Committee shall (1) be an “independent director” as defined under the listing standards of the New York Stock Exchange (“*NYSE*”), (2) be a “non-employee director” as defined in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), (3) be an “outside director” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended, (4) be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member, and (5) meet any other requirements imposed by applicable laws, rules, regulations or NYSE listing standards, subject to any applicable exemptions and transition provisions.

### **III. Responsibilities and Authority**

The following are general guidelines establishing the responsibilities and authority of the Committee. This list is not intended to be exhaustive and, subject to the approval of the Board, the Committee may modify the list as appropriate, establishing policies and procedures as required or recommended to meet its purposes and carry out its principal functions.

#### **A. Compensation of the Company’s Chief Executive Officer and Senior Officers**

The Committee shall:

1. Annually review the Company’s overall compensation strategy and policies applicable to the Company’s CEO and Senior Officers. The Committee also shall review and approve base salaries, discretionary bonuses, cash incentive plan awards, equity incentive plan awards, perquisites and other benefits to be paid to or received by the Company’s CEO and Senior Officers, to assure that such compensation supports the Company’s overall compensation philosophy, objectives and strategy. In doing so, the Committee will consider whether the strategy and policies encourage undue or inappropriate risk taking by the CEO or the Senior Officers.

2. Annually review and approve the Company’s goals and objectives as well as individual performance goals and objectives that may be determinative of the compensation to be paid to the CEO and Senior Officers.

3. Review and approve the terms of any employment agreement, severance or change in control arrangements, or other compensatory arrangement with the CEO or the Senior Officers.

4. Review and approve policies and procedures relating to benefits and perquisites to the CEO and Senior Officers.

5. Require that the CEO not be present during voting or deliberations regarding his or her specific compensation and benefits, and that the other Senior Officers may not be present during voting or deliberations regarding each of their specific compensation and

*Approved by the Board of Directors on October 31, 2023*

benefits. However, the CEO may be present during the voting or deliberations of the Committee with respect to the compensation of the Senior Officers and compensatory plans generally applicable to all full time employees, even if the CEO may be eligible to participate in any such plans.

## **B. Cash and Equity Incentive Plans**

The Committee shall:

1. Develop, periodically review and make recommendations to the full Board regarding the Company's cash and equity incentive plans. The Committee shall review and make recommendations to the Board with respect to the adoption of new incentive plans or revisions to existing incentive plans.

2. Approve and report to the full Board grants of restricted stock, stock options or other equity-based awards to the CEO or Senior Officers and set time-based or performance-based goals associated with the vesting of those awards after taking into consideration the Company's compensation philosophy, objectives and strategy.

3. Approve and report to the full Board regarding target and maximum cash incentive awards that may be earned by the CEO or Senior Officers under the Company's cash incentive plans, and any performance goals that must be met as a condition to their receipt of such awards after taking into consideration the Company's compensation philosophy, objectives and strategy.

4. Evaluate and determine the compensation for the CEO and Senior Officers, including with respect to cash incentive compensation earned and equity-based grants vested, based on achievement of any performance objectives that the Committee established in connection therewith, provided any such approvals shall be reported to the full Board.

## **C. Compensation Committee Reports and Narrative Discussion of Executive Compensation in Annual Proxy Statements**

The Committee shall:

1. Review and assess periodically the Company's processes and procedures for the consideration and determination of the compensation of the Company's CEO and Senior Officers, and review and discuss with the CEO and other Senior Officers, as the Committee deems appropriate, any tabular or narrative description of such processes and procedures to be included in the Company's annual proxy statement.

2. Prepare a report for inclusion in the annual report or the proxy statement for the Company's annual meeting in accordance with the rules and regulations of the Securities and Exchange Commission (the "**SEC**").

3. As required by the regulations of the SEC, annually review and discuss with management the CD&A and make an appropriate recommendation to the Company's Board

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concerning the inclusion of the CD&A in the annual proxy statement or its Annual Report on Form 10-K (as the case may be).

#### **D. Compensation of Non-Employee Directors**

The Committee shall review director compensation periodically, but not less frequently than annually, and will make recommendations to the full Board with respect to the amount and nature of the compensation that members of the Board should receive for their service on the Board and any of its committees, including consulting, retainer, attendance at Board meetings, committee and committee chair fees, equity incentive plan awards, and any deferred compensation arrangements or similar programs. Any executive officers or other management employees who serve as members of the Board will not receive any additional compensation for their service on the Board. In addition, non-employee directors may not receive any consulting or advisory fees or other compensation from the Company or any of its subsidiaries or affiliated companies if the receipt of such fees or other compensation would result in disqualifying the director as an “independent” or outside director in accordance with applicable laws, rules, regulations and NYSE listing standards.

#### **E. Annual Review of Charter**

The Committee shall review and assess the adequacy of this Charter at least annually and recommend to the Board any amendments or modifications to the Charter that the Committee deems appropriate.

#### **F. Additional Compensation Committee Authority**

The Committee is authorized, on behalf of the Board, to do any of the following, as the Committee deems necessary or appropriate in its discretion:

1. Meet with the CEO to discuss (a) any recommendations of cash or equity incentive grants for Senior Officers, and (b) the financial performance or other goals or objectives to be established as a condition to the vesting of such grants, including any performance goals that must be met by the Company and any that must be met by the other Senior Officers.

2. Review and evaluate the Committee’s composition and performance on an annual basis and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

3. Select and retain an independent compensation consultant, legal counsel or other advisor to conduct a comparative study of the Company’s executive compensation policies, practices and procedures relative to other public companies, or conduct such other studies, surveys or analyses as the Committee deems appropriate. Prior to selecting any compensation consultant, the Committee shall review, discuss and consider the independence of such compensation consultant as required by SEC rules and regulations, as well as any other factors identified by applicable NYSE listing standards.

4. Form and delegate authority to subcommittees consisting of one or more of its members as the Committee deems appropriate to carry out its responsibilities and exercise its

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powers; provided that the Committee will ultimately be responsible for the decisions made and actions taken by any such subcommittee.

5. To the extent deemed appropriate by the Committee, and subject to such terms and conditions as the Committee may establish from time to time, delegate authority to the CEO to grant cash incentive plan awards to non-executive employees, taking into consideration the Company's compensation philosophy, objectives and strategy.

6. In its sole discretion, directly engage, appoint and oversee such independent legal and other advisors as it deems necessary or advisable to carry out its responsibilities and powers, and determine the compensation or fees payable to such counsel or other advisors. In selecting such advisors, the Committee must take into consideration all factors relevant to that advisor's independence from management.

7. Rely upon advice and information that it receives in its discussions and communications with management and any such advisors as may be consulted by the Committee.

8. Subject to the limitations set forth above, request that any officer or employee of the Company, the Company's outside legal counsel or any other advisor retained by the Company, attend meetings of the Committee or any subcommittee thereof, or meet with any members of or other advisors to the Committee.

9. Perform other activities which are consistent with this Charter, the Company's Certificate of Incorporation, Bylaws and corporate governance policies (each as amended from time to time), or otherwise required by applicable laws, rules, regulations and NYSE listing standards.

10. Have the authority to direct and supervise any investigation into any matters within the scope of its responsibilities and, in connection therewith, have access to Company personnel and documents relevant to any such investigation.

11. Incur such expenses as are necessary or appropriate in carrying out its duties. In addition, the Company will provide appropriate funding, as determined by the Committee, for the commission of any studies, surveys or analyses pertaining to executive compensation payable in the industries in which the Company or any of its material subsidiaries is engaged and obtaining recommendations from outside compensation consultants concerning comparable compensation programs.

12. Perform such other functions as may be requested by the Board from time to time.

13. With respect to any authority or responsibilities granted to the Committee by this Charter, in lieu of making a final determination with respect thereto, make a recommendation to the full Board for its final approval thereof.

#### **IV. Meetings and Procedures**

The Committee will meet at least once per year or more frequently, as deemed appropriate by the Committee or its Chairman. The Committee will regularly report to the Board on significant matters related to the Committee's responsibilities and as requested by the Board with respect to other matters. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held telephonically or by video conferencing. The Committee may also act by unanimous written consent in lieu of a meeting, including through electronic communications as permitted under the Company's Bylaws. The Committee will maintain written minutes of its meetings and will make such minutes available to the Board.

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