

OptimumBank Holdings, Inc. Compensation Committee Charter

Adopted : September 24, 2009

Role

The Compensation Committee's role is to assist the Board in discharging the Board's responsibilities with respect to the compensation of the Company's executives, to recommend to the Board the compensation for the Company's executives and non-employee directors, to recommend and advise the Board on the adoption of policies that govern the Company's executive compensation and benefit programs, and to perform such other functions as delegated by the Board.

Membership

The membership of the Committee consists of at least three directors, each of whom shall (a) meet the independence requirements established by the Board and applicable laws, regulations and listing requirements, (b) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, and (c) be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code. The Board appoints the members of the Committee and the chairperson. The Board may remove any member from the Committee at any time with or without cause.

Operations

The Committee meets at least twice a year. Additional meetings may occur as the Committee or its chair deems advisable. The Committee will meet periodically in executive session without Company management present. The Committee will cause to be kept adequate minutes of its proceedings, and will report on its actions and activities no later than following month's Board meeting. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent in lieu of a meeting. 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.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has authority to retain and terminate outside counsel, compensation consultants, or other experts or consultants, as it deems appropriate to carry out its functions hereunder, including authority to approve the fees and other retention terms for such persons, after consultation with management regarding the amount of the proposed fees. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee will make recommendations to the Board within the scope of its responsibilities; however, all recommendations of the Committee are subject to approval and/or ratification by the Board. Unless specifically delegated to the Committee, the full Board will be responsible for the administration of equity-based and employee benefit plans, and the full Board will discharge any

responsibilities imposed on the "Committee" under those plans, including making and authorizing grants, in accordance with the terms of those plans.

Responsibilities

The principal responsibilities and functions of the Compensation Committee are as follows:

1. Review the competitiveness of the Company's executive compensation to ensure (a) the attraction and retention of executives, (b) the motivation of executives to achieve the Company's business objectives, and (c) the alignment of the interests of key leadership with the long-term interests of the Company's shareholders.
2. Review trends in executive compensation, review and make recommendations to the Board concerning new executive compensation plans, including long-term incentive compensation and equity-based plans, for consideration by the Board, and, when necessary, recommend to the Board for approval, the revision of existing executive compensation plans.
3. Review and approve all compensation arrangements for employees who are "immediate family members" of directors, nominees for directors, executive officers, or greater than 5% shareholders in compliance with applicable Securities and Exchange Commission and listing rules.
4. Conduct an annual review of the performance of the Company's executive officers, and recommend to the Board for approval the annual compensation, including salary, bonus, perquisites, incentive and equity compensation, for the executive officers. Develop, approve and recommend to the Board for approval, compensation packages for existing executive officers, within six months of the adoption of this Charter. Review, approve and recommend to the Board for approval, compensation packages for new executive officers, and termination packages for executive officers. Consider any recommendations or proposals of the CEO in connection with executive compensation.
5. Assist the Board in establishing CEO annual goals and objectives, and consider any recommendations or proposals of the CEO for these annual goals and objectives. Consider the results of the annual CEO performance review conducted by the Committee in recommending CEO salary and other compensation to the Board for approval. The CEO may not be present during deliberations or voting concerning the CEO's compensation as required by NASDAQ Marketplace Rules.
6. Review and discuss with the Board plans for executive officer development and corporate succession plans for the CEO and other executive officers.
7. Annually review the compensation paid to non-employee directors and make recommendations to the Board for any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as a director.
8. Produce a narrative description of the Company's processes and procedures for the consideration and determination of executive and director compensation for the Company's annual proxy statement in compliance with and to the extent required by applicable Securities and Exchange Commission rules and relevant listing authority.
9. Regularly review and make recommendations about changes to the charter of the Committee.
10. Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.