# AVIDIA BANCORP, INC. AVIDIA BANK

#### COMPENSATION COMMITTEE CHARTER

# I. Joint Compensation Committee

The Boards of Directors of Avidia Bancorp, Inc. and Avidia Bank (collectively, the "Board") have each established a Compensation Committee of the Board of Directors (collectively, the "Committee"). References herein to the "Company" include Avidia Bancorp, Inc. and, where applicable, Avidia Bank (the "Bank"), and references herein to the "Board" shall include the Company's Board of Directors and the Bank's Board of Directors. The Board has adopted this Compensation Committee Charter to govern the operation of the Committee.

# II. Purpose

The Committee is responsible for human resource policies, salaries and benefits, incentive compensation, executive development and management succession planning.

# III. Organization

The Committee shall consist of two or more directors, each of whom shall satisfy the definition of independent director as defined in any qualitative listing requirements for New York Stock Exchange issuers and any applicable Securities and Exchange Commission rules and regulations. The members of the Committee and the Chairperson of the Committee will be elected by the Board on an annual basis. One or more members of the Committee may be removed from the Committee by the Board at any time for any reason. The Chief Executive Officer (the "CEO") will meet often with the Committee, but the CEO will not serve as a member of the Committee. The Committee may form and delegate authority to subcommittees, when appropriate.

## **IV.** Structure and Meetings

The Committee shall meet at least annually, or more frequently as circumstances dictate. The Chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Committee shall keep written minutes of all meetings. A majority of the membership of the Committee shall constitute a quorum, and all actions of the Committee shall require the affirmative vote of a majority of the membership of the Committee. Following each meeting of the Committee, the Committee shall report to the Board at the Board's next regularly scheduled meeting.

## V. Goals and Responsibilities

In carrying out its responsibilities the Committee shall:

- Develop and maintain an executive compensation policy that creates a direct relationship between pay levels and corporate performance and returns to shareholders. The Committee shall monitor the results of such policy to assure that the compensation payable to the Company's executive officers provides overall competitive pay levels, creates proper incentives to enhance shareholder value, rewards superior performance, and is justified by the returns available to shareholders.
- 2. Oversee the compensation strategy of the Company to ensure that current pay practices are equitable to changing economics and circumstances.
- 3. Approve compensation and benefit plans, which may include amendments to existing plans, cash- and equity-based incentive compensation plans, and non-qualified deferred compensation and retirement plans.
- 4. Review and approve all salary grade ranges.
- 5. Oversee the administration of the Company's benefit programs, including retirement programs, medical plans, insurance plans, education plans and employee assistance plans.
- 6. Review and approve corporate human resources policies.
- 7. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation based on that evaluation. The CEO shall not be present during voting or deliberations on CEO compensation.
- 8. Establish annually subjective and objective criteria to serve as the basis for the other executive officers' compensation, to evaluate the other executive officers' performance in light of those criteria and to determine the other executive officers' compensation based on that evaluation. The Committee shall consult with the CEO with respect to the compensation of other executive officers.
- 9. Approve grants of stock options, restricted stock, performance shares, stock appreciation rights, and other equity-based incentives to the extent provided under any equity-based compensation plans established by the Company. The Committee may delegate to the CEO all or part of the Committee's authority and duties with respect to grants and awards to individuals who are not subject to the reporting requirements and other provisions of Section 16 of the Securities Exchange Act of 1934 as in effect from time to time.
- 10. Periodically review and make recommendations to the Board regarding the compensation of non-employee directors.

- 11. Provide, over the names of the Committee members, the Compensation Committee report for the Company's annual meeting proxy statement, if required.
- 12. Review and reassess annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

## VI. Performance Evaluations and Disclosure Obligations

The Chairperson of the Committee shall discuss the Committee's performance with each member of the Committee, following which discussions the Chairperson shall lead the Committee in an annual evaluation of its performance.

The Company shall post this Charter on its website.

#### VII. Committee Resources

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisors, but only after taking into consideration all factors relevant to the adviser's independence from management, including those specified in Section 303A.05(c) of the New York Stock Exchange Listed Company Manual. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

Adopted: June 26, 2025