

COMPENSATION COMMITTEE CHARTER

PURPOSE

The Board of Directors (the “Board”) of National Bank Holdings Corporation (the “Company”) appoints the Compensation Committee (the “Committee”) to discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (the “CEO”), the Company’s other executive officers (collectively, including the CEO, the “Executive Officers”), and the Company’s other associates (collectively, including the Executive Officers, the “Associates”). The Committee has overall responsibility for determining the compensation philosophy of the Company, approving, evaluating, and administering all compensation plans, policies, and programs of the Company as they affect the Associates, succession planning, and all significant Company compensation matters and policies generally.

COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”) and at least two members shall qualify as an “outside director” within the meaning of Internal Revenue Code Section 162(m) (or any successor thereto) (“Section 162(m)”) and as a “non-employee” director within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee. Unless appointed by the Board, the Committee shall appoint one of its members as Committee Chair (the “Chair”). The members and the Chair shall serve for such terms as the Board may determine, and may be replaced at any time by the Board. A Committee member may resign by giving written notice to the Board and may resign Committee membership without resigning from the Board. The Committee may delegate authority and responsibility to individuals or to subcommittees when it deems appropriate and when such delegation is permitted under applicable laws, regulations, and rules.

MEETINGS

The Committee shall meet as often as it determines necessary to carry out its responsibilities. The Chair may request any Associate to attend its meetings. The Chair shall preside at each meeting. In the event the Chair is not present at a meeting, the Committee members present at that meeting shall designate one of the Committee members as acting chair of such meeting. The Committee may meet in executive session without members of management in attendance as often as deemed appropriate. Any member of the Committee may call for an executive session. All meetings of the Committee shall be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Company’s records.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee shall determine and periodically review the Company's overall compensation philosophy.
2. The Committee shall, at least annually, 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 level based on this evaluation. In determining the incentive components of the CEO's compensation, the Committee may consider a number of factors, including, but not limited to, the Company's performance and total and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
3. The Committee shall, at least annually, review and approve the annual base salaries and annual incentive opportunities (including both cash-based and equity-based opportunities) of the Executive Officers. If any grant or award to an Executive Officer is intended to qualify for the performance-based compensation exemption from the limitations on deductibility of executive compensation imposed by Section 162(m), the Committee, rather than the Board, shall approve such award; but the Committee may refer such award to the Board for ratification. All decisions of the Committee in respect of the foregoing sentence shall be reported to the Board.
4. The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
5. In determining the long-term incentive compensation of the Executive Officers, the Committee may consider such factors as it determines to be in the best interest of the Company, including the Company's performance and total and relative shareholder return, the value of similar incentive grants or awards to officers at comparable companies, and the grants or awards provided to Executive Officers in past years. Additionally, the committee shall annually review and, if appropriate, revise the peer group of companies used for compensation comparison purposes.
6. In connection with its responsibilities, the Committee may seek appropriate assurances from internal and external advisors that all compensation and benefit plans are appropriate, legal, and, where required, properly disclosed to the Company's shareholders. This includes consideration of appropriate provisions of the Internal Revenue Code, including Section 162(m) relative to deductibility of performance-based

compensation. The Committee shall oversee the Company's policies on structuring compensation programs for Executive Officers to preserve tax deductibility and, as and when required, establish and certify the attainment of performance goals pursuant to Section 162(m). The Committee shall retain the flexibility to pay compensation that is not eligible for deduction under 162(m) if it deems such compensation to be in the best interests of the Company.

7. The Committee shall review and recommend for approval by the Board the Company's approach with respect to the advisory vote on executive compensation (the "Say on Pay Vote"), including how frequently the Company should hold a Say on Pay Vote, taking into account the result of the shareholder vote on the frequency of Say on Pay Votes (once such a vote has occurred). Once the shareholders have had one or more Say on Pay Votes, the Committee shall, when determining executive compensation, consider the results of the most recent Say on Pay Vote and, as appropriate, any substantial change in the Say on Pay Vote result compared to previous Say on Pay Votes.
8. The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A, in the form presented to the Committee, be so included.
9. The Committee shall produce an annual Compensation Committee Report for inclusion in the Company's proxy statement and for incorporation by reference in the annual report on Form 10-K in compliance with the rules and regulations promulgated by the SEC.
10. The Committee shall oversee the Company's talent management and succession planning process, including succession planning for the position of CEO.
11. The Committee shall oversee the Company's compliance with the requirement under NYSE rules that, with limited exceptions, shareholders approve equity-based compensation plans.
12. The Committee shall oversee and evaluate the design, administration, and risk management of all of the Company's material incentive compensation arrangements for appropriate identification of material arrangements, for consistency with the safety and soundness of the Company and to appropriately balance risk and reward. The Committee shall receive periodic reports on the Company's incentive compensation risk management program and recommend any prudent enhancements to the Board.
13. The Committee shall periodically review the various benefit plans the Company maintains that cover substantially all Associates, including, but not limited to, 401(k) savings plans, pension plans (if applicable), healthcare plans, and various plans that supplement the foregoing. The Committee shall review and approve material plan modifications (defined as plan adoption, termination, increases in benefits, and any

change in trustees).

14. The Committee shall make regular reports to the Board.
15. Unless the Chair determines otherwise, the Company's Corporate Secretary or Assistant Secretary shall be the Secretary of the Committee and shall take and maintain minutes of the Committee's meetings.
16. The Committee shall review and reassess the adequacy of this Charter annually and may recommend or submit amendments to this Charter to the Board at any time.
17. The Committee shall annually review its own performance and the performance of its members.
18. The Committee shall have the sole authority to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, 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 NYSE 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 must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.