

CCSB FINANCIAL CORP.

Compensation Committee Charter

Adopted October 20, 2004

The Compensation Committee (the "Committee") of the Board of Directors of CCSB Financial Corp. (the "Company") shall consist of a minimum of three directors, as determined by the Board. Members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Nominating Committee and may be removed by the Board of Directors. All members of the Committee shall be independent directors, and shall satisfy the applicable NASDAQ Stock Market listing standards for independence. In addition, all members of the Committee shall be "non-employee directors" as defined by Rule 16b-3 under the Securities Exchange Act of 1934.

The purpose of the Committee shall be to assist the Board in carrying out the Board of Directors' overall responsibility relating to executive compensation.

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To assist the Board in developing and evaluating potential candidates for executive positions and to oversee the development of executive succession plans.
2. To recommend to the Board of Directors for approval the Chief Executive Officer's annual compensation, including salary, bonus, incentive and equity compensation. The Chief Executive Officer may not be present during the Committee's deliberations or voting on his compensation.
3. To review and recommend to the Board of Directors for approval on an annual basis the evaluation process and compensation structure for the Company's officers. The Committee shall evaluate the performance of the Company's senior executive officers and shall recommend to the Board of Directors the annual compensation, including salary, bonus, incentive and equity compensation, for such senior executive officers. The Committee shall also provide oversight of management's decisions concerning the performance and compensation of other Company officers.
4. To review the Company's incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board of Directors with respect to the administration of such plans.
5. To prepare and publish an annual executive compensation report in the Company's proxy statement.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion.

The Committee shall have authority to retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall report its actions and any recommendations to the Board after each Committee meeting. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.