



CORPORATE GOVERNANCE GUIDELINES



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Good governance, ethical conduct, accountability, and transparency are essential to the success of a public company. The Board of Directors (the “**Board**”) of U.S. Century Bank (the “**Bank**”) has adopted these guidelines to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions.

Role of the Board, Director Qualifications and Board Composition

1. *Role of the Board.* The business and affairs of the Bank are managed by or under the direction of its Board in accordance with Florida law. Each director shall perform the duties of a director, including duties as a member of any committee of the Board upon which such director may serve in good faith and in a manner such director believes to be in the best interests of the Bank and its shareholders and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

2. *Independence and Qualifications.* The Board shall have a majority of directors who are neither officers nor employees of the Bank or its subsidiaries (and have not been officers or employees within the previous three years), who do not have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who otherwise meet the criteria for “independence” under the rules of the Nasdaq Stock Market LLC (the “**Nasdaq**”) or rules of any other national securities exchange on which the Bank’s securities may be traded from time to time. In addition, at least three directors shall satisfy the additional independence requirements for audit committee members under (i) Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (“**Exchange Act**”), and the rules and regulations of the U.S. Securities and Exchange Commission promulgated thereunder, as applicable to the Bank through the adoption of such rules and regulations by the Federal Deposit Insurance Corporation (“**FDIC**”), and (ii) the rules of the Nasdaq or of any other national securities exchange on which the Bank’s securities are traded from time to time.

The Nominating and Corporate Governance Committee is responsible for reviewing the qualifications and independence of the members of the Board and its various committees on a periodic basis as well as the composition of the Board as a whole. This assessment shall include consideration of a member’s qualification as being independent, as well as diversity, age, skills, and experience in the context of the needs of the Board. Nominees for directorship will be recommended to the Board by the Nominating and Corporate Governance Committee in accordance with the policies and principles in the Nominating and Corporate Governance Committee’s charter. An invitation to join the Board shall be extended by the Chair of the Board or by the Chair of the Nominating and Corporate Governance Committee.

3. *Size and Composition of the Board.* The size and composition of our Board will be determined from time to time by the Board, as set forth in and in accordance with the Bank’s Amended and Restated Articles of Incorporation, as amended (“**Articles of Incorporation**”) and Amended and Restated Bylaws, as amended (“**Bylaws**”). The size of the Board should facilitate substantive discussions of the whole Board in which each director can participate meaningfully. The composition of the Board should encompass a broad range of skills, expertise, industry knowledge, diversity of opinion and contacts relevant to the Bank’s business.

4. *Other Directorships.* The Bank values the experience directors bring from other boards on which they serve, but recognizes that those boards may also present demands on a director's time and availability and may present conflicts of interest or legal issues. Directors shall advise the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on a public or private company board or other significant commitments involving affiliation with other businesses or governmental units. To ensure that members of the Board have the time and resources to commit to the Board, directors are encouraged to evaluate carefully the time required to serve on other boards of directors of other public or private companies or other significant commitments involving affiliation with other businesses or governmental units, taking into account the effect their service on such other boards of directors or other significant commitments on their attendance, preparation, participation and effectiveness on the Board. Their service on other boards of directors of public companies or other significant commitments involving affiliation with other businesses or governmental units should be limited to a number that permits them, given their individual circumstances, to perform responsibly all duties as a director of the Bank. The Bank's directors must also comply with the restrictions set forth in the Depository Institution Management Interlocks Act.

5. *No Term Limits.* The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Bank based on their experience with and understanding of the Bank's history, policies, and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the director evaluation and nomination process.

6. *Chair of the Board.* The Board selects the Bank's Chair of the Board in the manner that it determines to be in the best interests of its shareholders. The Board does not have a policy regarding the separation of the roles of the Chair of the Board and the Chief Executive Officer. Accordingly, the Board is free to select its Chair and the Chief Executive Officer positions, which may be filled by one individual or by two different individuals. The Board endorses the view that one of its primary functions is to protect shareholders' interests by providing independent oversight of management, including the Chief Executive Officer. However, the Board does not believe that mandating a particular structure, such as requiring designation of an independent lead director or having a separate Chair of the Board and Chief Executive Officer, is necessary to achieve effective oversight. All directors, including the Chair of the Board, are bound by fiduciary obligations imposed by law, to serve the best interests of the shareholders. Accordingly, separating the offices of Chairman of the Board and Chief Executive Officer would not serve to materially enhance or diminish the fiduciary duties of any director.

7. *Loyalty and Ethics.* In their roles as directors, all directors owe a duty of loyalty to the Bank. This duty of loyalty mandates that the best interests of the Bank take precedence over any personal, business or other interests possessed by a director. The Bank has adopted a Code of Conduct and Business Ethics ("*Code*"), including procedures to enforce the Code. Certain portions of the Code deal with activities of directors, particularly with respect to transactions in the securities of the Bank, potential conflicts of interest, the taking of corporate opportunities for personal use, competing with the Bank, and the personal conduct of directors. Directors should be

familiar with the Code's provisions in these areas and should consult with the Bank's counsel in the event of any issues.

8. *Reliance Upon Information Provided.* In performing its functions, the Board and its committees are entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors, and other expert advisors.

Director Responsibilities

1. *Business Judgment; Indemnification.* The basic responsibility of the directors is to exercise their business judgment in good faith to act in what they reasonably believe to be the best interests of the Bank and its shareholders. In discharging that obligation, directors shall be entitled to rely on the honesty and integrity of their fellow directors and of the Bank's senior executives, outside advisors and outside auditors. The directors shall also be entitled to have the Bank purchase reasonable directors' and officers' liability insurance on their behalf, and have the benefits of indemnification to be to the fullest extent permitted by law and the Articles of Incorporation and any indemnification agreements with the Bank.

2. *Board and Shareholders Meetings.* The Board will hold regularly scheduled meetings throughout the year. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting will generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Directors may attend and participate in Board meetings and meetings of committees by any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting, including through telephone, video and other electronic communications methods, consistent with the Bylaws. Directors are encouraged to attend annual and special meetings of the Bank's shareholders.

3. *Knowledge of the Bank and Participation in Meetings.* Each director should be sufficiently familiar with the business of the Bank, including its financial statements and capital structure, regulatory requirements and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a director may have about any aspect of the Bank's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

4. *Matters to be Considered.* The Chair of the Board will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda and to raise at any Board meeting subjects that are not on the agenda for that meeting.

5. *Executive Sessions of Independent Directors.* The independent members of the Board shall meet, without management, as often as such directors deem appropriate at regularly scheduled executive sessions which may take place after a regularly scheduled meeting of the full

Board. Such executive sessions shall be held at least twice a year. Additional executive sessions may be called by any of our independent directors as often as necessary or appropriate. The executive sessions will be presided over by an independent director selected by our Board or the independent directors.

6. *Contact with Management.* All directors are invited to contact the Chief Executive Officer at any time to discuss any aspect of the Bank's business. Directors also have complete access to other members of management as further provided in these guidelines. The Board expects that there will be frequent opportunities for directors to meet with the Chief Executive Officer and other members of management in Board and committee meetings and in other formal or informal settings. Further, the Board encourages management to, from time to time, bring managers into Board meetings who: (i) can provide additional insight into the items being discussed because of direct involvement and substantial knowledge in those areas, and/or (ii) are managers with future potential that the senior management believes should be given exposure to the Board.

7. *Other Communications.* The Board believes that the management speaks for the Bank. Individual Board members may, from time to time and with prior notice to the Chair of the Board and Chief Executive Officer, meet or otherwise communicate with various outside constituencies that are involved with the Bank. However, it is expected that Board members will do so in coordination with senior management in order to maintain the role of senior management as serving as the Bank's primary spokesperson.

8. *Shareholder Communication with the Board.* Shareholders may communicate with the Board or individual directors by submitting written correspondence to the Secretary of the Board at the Bank's headquarters. The Legal Department may facilitate or direct such communications with the Board or individual directors by reviewing, sorting, and summarizing such communications. All such communications will be referred to the Board or individual directors for consideration unless the Board instructs otherwise.

9. *Confidentiality and Other Responsibilities.* Directors are expected to maintain the confidentiality of the proceedings and deliberations of the Board and its committees. Each director shall maintain the confidentiality of information received in connection with his or her service as a director. Each director shall use confidential information only to discharge his or her obligations to the Bank and shall not use confidential information for personal gain. Directors are expected to remain sufficiently familiar with the business of the Bank to facilitate active and effective participation in the deliberations of the Board and committees on which they sit. Any director who determines that he or she may have a potential conflict of interest shall promptly notify the Board of that fact. Any director who is involved in a situation that is reasonably likely to be detrimental to the Bank's reputation shall communicate the circumstances to the Board for its consideration and deliberation and shall offer to resign.

Board Committees

1. *Committees and Members.* The Board will have at all times an Audit and Risk Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. All of the members of these committees will be independent directors under the

criteria established by the Nasdaq rules or the rules of any other national securities exchange on which the Bank's securities are traded from time to time, subject to any exceptions permitted by these requirements. The other standing committees of the Board shall be the Loan Committee and the Asset Liability Committee.

In general, committee members will be appointed by the Board with consideration of the desires, preferences, and expertise of individual directors. Due consideration will be given to rotating committee members periodically, but rotation will not be mandated as a policy and the emphasis will instead be placed on expertise, past performance, and director preference.

2. *Additional Committees.* The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

3. *Committee Charters.* Each committee will have its own charter. The charters will set forth the purposes, goals, responsibilities, and authority (consistent with the Bylaws or resolutions of the Board) of the committees, as well as certain specific qualifications for committee membership and procedures for committee member appointment; in addition, the charters will address committee reporting to the Board. The charters will also provide that each committee will annually evaluate its own performance and report the results of this evaluation to the Board.

4. *Committee Meetings.* The chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter and banking industry best practices. The chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

5. *Independent Advisors.* The Board and its committees shall have the power to hire at the expense of the Bank, independent legal, financial, or other advisors as it may deem necessary, consistent with the exercise of their fiduciary duties to the Bank, without obtaining the approval of any officer of the Bank in advance. The Board or, in the case of services by the Bank's independent auditors, the Audit and Risk Committee shall have the authority to retain and approve the fees and retention terms of its outside advisors.

6. *Dual Committees.* When deemed necessary or appropriate, a Board committee of the Bank may perform the same services within the scope of its authority for any of the Bank's subsidiaries that do not then have such a committee of its own. Committees acting in such dual capacities may meet simultaneously as committees of the Bank and of the relevant subsidiary, though they should hold separate sessions if necessary to address issues that are relevant to one entity but not the other or to consider transactions or other matters where the Bank and the relevant subsidiary may have different interests. In addition, any such committee should consult with internal or outside counsel if, in the opinion of the committee, any matter under consideration by the committee has the potential for any conflict between the interests of the Bank and those of the subsidiary in order to ensure that appropriate procedures are established for addressing any such potential conflict and for ensuring compliance with the Bank's policies regarding Sections 23A and 23B of the Federal Reserve Act.

Director Access to Officers and Employees

1. *Full Access.* Directors shall have full and free access to officers and employees of the Bank. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the director. The directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Bank and does not inappropriately disclose any confidential or sensitive information in the possession of the director and will copy, to the extent not inappropriate or not detrimental to the best interests of the Bank, the Chief Executive Officer on any written communications between a director and an officer or employee of the Bank.

2. *Non-Director Attendance at Board Meetings.* The Board welcomes regular attendance at each Board meeting of the appropriate representatives of senior management of the Bank as shall be determined from time to time, subject to the Board's right in all instances to meet in executive session or with a more limited number of management representatives.

Director Compensation

The form and amount of director compensation will be determined by the Board following the recommendation of the Compensation Committee in accordance with the policies and principles set forth in its charter, the Nasdaq rules or the rules of any other national securities exchange on which the Bank's securities are traded from time to time or other applicable rules and banking industry best practices, and the Compensation Committee will conduct an annual review of the components and amounts of director compensation in relation to similarly situated institutions and companies. Board compensation should be consistent with market practices but should not be set at a level that would call into question the Board's objectivity.

The Nominating and Corporate Governance Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Bank makes substantial charitable contributions to organizations with which a director is affiliated or if the Bank enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. The Compensation Committee and the Nominating and Corporate Governance Committee shall have the authority to retain and terminate any compensation consultant or other adviser to be used to assist such Committee in the evaluation of director compensation and perquisites.

Director Orientation and Continuing Education

The Board, with the assistance of the Nominating and Corporate Governance Committee, shall establish, or identify and provide access to, appropriate orientation programs, sessions or materials for newly elected directors for their benefit either prior to or within a reasonable period of time after their nomination or election as directors. The orientation will include presentations by senior management to familiarize new directors with the Bank's strategic plans, its significant financial, accounting and risk management issues, its compliance programs and policies, its principal officers, and its internal and independent auditors.

In addition, new members to a committee will be provided information relevant to the committee and its roles and responsibilities. All continuing directors are also invited to attend any

such orientation programs. The Board believes it is appropriate for directors, at their discretion, to have access to educational programs related to their duties as directors on an ongoing basis to enable them to better perform their duties and to recognize and deal appropriately with issues that arise. The Bank will provide appropriate funding for these programs.

Chief Executive Officer Evaluation and Management Succession

1. *Chief Executive Officer Review.* The Compensation Committee will conduct an annual review of the Chief Executive Officer's performance in light of the corporate goals and objectives adopted by the committee, as set forth in its charter. The Board will review the Compensation Committee's report and recommendations in order to confirm that the Chief Executive Officer is providing effective leadership for the Bank in the long- and short-term. At such times as the Chief Executive Officer serves as the Chair of the Board, the independent directors will select one of themselves to preside over the Board when the independent directors meet for this purpose.

2. *Succession Planning.* The Nominating and Corporate Governance Committee will periodically report to the Board on succession planning. The entire Board will work with the Nominating and Corporate Governance Committee to nominate and evaluate potential successors to the Chief Executive Officer and to establish policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. In addition, the Nominating and Corporate Governance Committee, with input from the Chief Executive Officer and other members of management as appropriate, will review annually the Bank's program for management development and succession planning for executive officers other than the Chief Executive Officer. The Board will also review succession candidates for executive officers other than the Chief Executive Officer or other senior managers as it deems appropriate.

Annual Performance Evaluation

The Board, acting through its Nominating and Corporate Governance Committee, will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively. The Nominating and Corporate Governance Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board following the end of each fiscal year.

Each committee of the Board should conduct a self-evaluation at least annually and report the results to the Board. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter, if any.

Amendment and Interpretation

These guidelines are in addition to and are not intended to change or interpret any federal or state law or regulation, or the Articles of Incorporation or Bylaws or any committee charter

reviewed and approved by the Board. These guidelines are subject to modification from time to time by the Board.

Document History:

Adopted June ____, 2021 (*effective upon completion of the Bank's initial public offering*)