



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Nominating and Corporate Governance Committee (the “*Committee*”) is a standing committee of the Board of Directors (the “*Board*”) of U.S. Century Bank (the “*Bank*”).

1.0 PURPOSE AND CERTAIN CONSIDERATIONS

The Committee is responsible for (i) providing leadership and oversight of the corporate governance and related practices of the Bank; (ii) development, oversight and recommendations relating to Board and committee policies and practices, including annual performance evaluations and director qualifications; and (iii) identification and nomination of directors and Board committee members, who are consistent with the Board’s criteria and qualified to become Board members.

2.0 COMMITTEE QUALIFICATIONS AND MEMBERSHIP

The Committee shall consist of three or more members, each of whom shall be a director serving on the Board. Each member of the Committee shall satisfy the independence and other requirements for nominating and corporate governance committee members, subject to any exceptions permitted by these requirements, imposed by:

- (a) the listing rules of the NASDAQ Stock Market;
- (b) the Exchange Act, and the rules and regulations of the Securities and Exchange Commission promulgated thereunder, as applied by the Federal Deposit Insurance Corporation (the “*FDIC*”); and
- (c) any other laws, rules or regulations applicable to the Bank or its subsidiaries.

The members of the Committee shall be appointed by the Board upon the recommendation of the Committee. The Board may fill vacancies on the Committee as provided herein and remove a member of the Committee in its discretion, at any time, with or without cause. The Board upon recommendation of the Committee shall designate a member of the Committee as the Chair of the Committee.

3.0 COMMITTEE AUTHORITY AND RESPONSIBILITIES

A. Director Nominations. The Committee shall identify and evaluate candidates to serve on the Board, consistent with the criteria developed by the Committee, and approved by the Board, including consideration of the experience, skills and background needed by the Bank and possessed by the person, diversity of the Board, the ability of the person to devote the necessary time to service as a director, potential conflicts of interest as well as applicable independence and other requirements, including those set forth in our Corporate Governance Guidelines. The Committee shall recommend to the Board candidates to serve as nominees for director for annual or special meeting of shareholders. The Committee shall also have responsibility for reviewing,



evaluating, and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committees may also consider candidates proposed by management, but it is not required to do so. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Bank's shareholders in accordance with the procedures and policies set forth in the Bank's Amended and Restated Bylaws and the Corporate Governance Guidelines, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority. If a vacancy on the Board and/or any Board committee occurs, the Committee shall identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board. In fulfilling its responsibilities with respect to director nominees as provided in this Charter, the director or committee nominations shall include those director candidates identified by those certain significant investors, and subject to satisfying the qualifications for serving as a director of the Bank, pursuant to their respective director nomination rights as set forth in the Second Amended and Restated Investment Agreement, dated February 19, 2015.

B. Director Independence. The Committee shall recommend to the Board standards for determining director independence consistent with applicable legal or regulatory corporate governance requirements and review and assess those standards on a periodic basis. The Committee shall also consider and assess the independence of directors, including consideration of any independence requirements imposed by The NASDAQ Stock Market.

C. Corporate Governance Principles. The Committee shall oversee the general corporate governance matters and practices of the Bank, including its Amended and Restated Articles of Incorporation and Amended and Restated Bylaws, annual shareholder meeting matters (including review of any stockholder proposals) and other internal policies as the Committee deems appropriate. The Committee shall oversee, advise, and make recommendations to the Board with respect to issues and policies affecting the governance of the Bank. The Committee shall develop and implement a periodic review process of the Corporate Governance Guidelines to ensure the accountability and effectiveness of the Bank's Board, taking into account changes in the relevant laws and current trends in corporate governance practices. The guidelines shall also include appropriate director policies, such as majority vote standard, director education, and new director orientation. As part of its role, the Committee shall annually review and reassess the charter of each Board committee and recommend any proposed changes to the Board for its consideration.

Corporate governance oversight of the Committee shall also include oversight of the Bank's environment, social and governance ("**ESG**") practices and oversight of the Bank's political activities, including political contributions.

D. Board and Management Assessment. The Committee shall develop and implement a process for reviewing and evaluating the Board's and management's performance and effectiveness. The Committee shall review the performance of the Board, including Board committees, as well as individual Board members and management, and shall make recommendations to the Board and management, as applicable, for areas of improvement as it



deems appropriate. The evaluation process may involve outside consultants or advisers, and may include in the case of the Board, among other items, a review of how the following items impact Board and individual director effectiveness: size of the Board; frequency of meetings; quality and timing of information provided to the Board before Board meetings; communication among directors; education of directors; skills and qualifications of directors; independence of directors; and Board strategic sessions. The Committee, in conjunction with the Board Chair, shall be responsible for ensuring that the Board is evaluated on at least an annual basis, and that the results of such evaluation are discussed with the full Board and as necessary, on an individual basis.

E. Succession Planning. The Committee shall oversee the Bank's management development, including the identification of key competencies and attributes the Committee believes a successful chief executive officer and other executive officer candidate should possess, and the development of and review of succession plans for the chief executive officer and executive officers, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed these positions.

F. Board Chair. The Committee shall nominate the Chair of the Board, and in consultation with the Board, implement and oversee the succession planning process for the position of the Board Chair.

G. Director Orientation and Education. The Committee shall oversee the orientation and continuing education of directors.

H. General Authority. The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in discharging this Charter or to comply with applicable laws, rules and regulations.

4.0 OUTSIDE ADVISORS AND FUNDING

The Committee shall have the authority, in its sole discretion, to select, retain (and terminate) and obtain the advice of independent legal counsel and other advisors to assist with the execution of its duties and responsibilities. In addition, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall receive appropriate funding from the Bank, as determined by the Committee, for the payment of reasonable compensation to the advisors and search firms the Committee retains.

5.0 DELEGATION

(a) The Committee may create a subcommittee of the Committee consisting of one or more directors on the Committee and may delegate any of its duties and responsibilities to such subcommittee, unless otherwise prohibited by applicable laws or listing rules.

(b) Any subcommittee will provide a written or oral report to the Committee regarding any activities undertaken pursuant to such delegation.



(c) The Committee may terminate any such subcommittee and revoke any such delegation at any time.

6.0 MEETINGS; PROCEDURES; COMPENSATION AND REPORTING

The Committee shall hold such other regular or special meetings as its members deem necessary or appropriate. The Chair, in consultation with the other members of the Committee, will determine dates, times, and places of Committee meetings. Meetings may be held in person or via telephone or video conference. A quorum consisting of a majority of the members of the entire Committee must be present for the purpose of transacting any business of the Committee. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent.

The Committee shall keep regular minutes of its meetings, and the Committee members shall review and approve the minutes. The minutes shall be reported to and available for review by the Board, any regulatory agency having jurisdiction over the affairs of the Bank or as otherwise determined by the Board or Committee. The Committee may also appoint a Secretary, who need not be a director.

The Committee may request that any directors, members of management or other employees of the Bank and its subsidiaries, or other persons whose advice and counsel are sought by the Committee to attend any meetings of the Committee as it deems appropriate.

The Committee shall have full access to all employees, books, research, data and other records of the Bank and its subsidiaries as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. In performing their responsibilities, members of the Committee are entitled to rely in good faith on research, data and other records of the Bank and its subsidiaries and the other information, opinions, reports, or statements prepared or presented by one or more members of management or other employees of the Bank or its subsidiaries or other persons whom the members reasonably believe to be reliable and competent in matters presented.

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board or a committee designated by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law.

The Committee shall report to the Board regularly and as otherwise as the Board or the Committee determines appropriate. The Committee shall also coordinate and provide reports to other committees of the Board as may be necessary or appropriate in performing its obligations under this Charter. The Committee shall provide reasonable assurance to the full Board that the governance of the Bank is properly conducted and supervised.



7.0 PERFORMANCE EVALUATION; CHARTER REVIEW AND AMENDMENT

The Committee shall review, discuss, and assess its own performance and that of its members at least annually, including a review of the Committee's compliance with this Charter. As a result of this review and evaluation, the Committee shall recommend any proposed changes to the Charter for Board approval. In addition, the Committee shall review this Charter, at least annually, and evaluate whether it appropriately addresses the matters that are or should be within its scope. As a result of this review and evaluation, the Committee shall recommend any proposed changes to the Charter for Board approval. The Board may amend or repeal this Charter and amend the duties of the Committee at any time. The Bank shall publish or otherwise make publicly available this Charter in accordance with the rules and regulations promulgated pursuant to the Exchange Act, as applied by the FDIC.

Charter History:

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