



## COMMERCIAL BANCGROUP, INC. NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### PURPOSE

- 1.1 The primary purposes of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Commercial Bancgroup, Inc. (the “**Company**”) are to:
- (a) Evaluate and develop criteria to be considered in the selection of Board and Board committee members;
  - (b) Identify and assess individuals qualified to become Board members;
  - (c) Recommend individuals to be nominated by the Board for election as directors of the Company;
  - (d) Make recommendations to the Board regarding director committee assignments and committee chairperson appointments;
  - (e) Oversee the annual review and evaluation of the performance of the Board and its committees;
  - (f) Review the Company’s Corporate Governance Guidelines and, as appropriate, recommend to the Board changes thereto; and
  - (g) Any related matters required by the federal securities laws or as otherwise delegated to the Committee by the Board from time to time.

### COMPOSITION OF THE COMMITTEE

- 2.1 The Committee shall consist of at least three directors. Each Committee member shall be “independent” under all applicable requirements of the U.S. Securities and Exchange Commission (the “**SEC**”) and the Nasdaq Stock Market LLC (“**Nasdaq**”).
- 2.2 The members of the Committee shall be appointed by the Board, based on recommendations from the Committee, and shall serve for such term or terms as the Board may determine or until earlier resignation, removal, or death. The Board may remove any member from the Committee at any time with or without cause.

### STRUCTURE AND OPERATIONS

- 3.1 The Board shall designate one member of the Committee as the chairperson of the Committee. The Committee will meet as often as it determines is appropriate, but not less frequently than annually. The chairperson of the Committee shall report to the Board after each Committee meeting on the Committee’s discussions and actions, including any significant issues or concerns that arise at Committee meetings, and shall make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. All Committee members are expected

to attend each meeting of the Committee, in person or by telephone or other similar communications equipment. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

## **OUTSIDE ADVISORS**

- 4.1 The Committee shall have the authority to retain, determine the terms of retention of, and to terminate the services of search firms or other advisors to assist it in identifying candidates to serve as directors of the Company. In addition, the Committee shall have the authority to retain, and to approve the terms of retention of, outside legal counsel and other advisors as the Committee may deem appropriate in its sole discretion.

## **DIRECTOR IDENTIFICATION AND SELECTION**

The Committee shall:

- 5.1 Identify and evaluate the qualifications of individuals for consideration as director candidates. In identifying candidates for membership on the Board, the Committee shall take into account all factors and criteria it considers appropriate, which will include:
- (a) Director independence requirements;
  - (b) The collective knowledge, experience, expertise, and diversity of the Board;
  - (c) The specific experience, qualifications, attributes, age, and skills of each director;
  - (d) The long-term interests of the Company and its shareholders; and
  - (e) Any other criteria the Committee deems relevant.
- 5.2 Recommend to the Board director nominees to be presented for election by the Company's shareholders at the annual meetings of the Company's shareholders.
- 5.3 Review annually the performance and contributions of incumbent directors and review the suitability for continued service of each incumbent director when his or her term expires or when he or she has a significant change in status, including a change in employment status, and recommend to the Board whether or not incumbent directors should be nominated for re-election.
- 5.4 Recommend to the Board director nominees to fill vacancies and newly created directorships on the Board as necessary.
- 5.5 Review director nominations made by the Company's shareholders in accordance with the Company's bylaws and applicable law and develop a process for consideration of any such recommendations and any other communications received from shareholders.
- 5.6 Considering any offer of resignation from a member of the Board and recommending to the Board the action to be taken on the tendered resignation.

## **CORPORATE GOVERNANCE**

The Committee shall:

- 6.1 Make recommendations to the Board with respect to amendments to the Company's charter and bylaws.
- 6.2 Review annually the composition of the Board and its committees to ensure that they meet the requirements for independence under the applicable rules of the SEC and Nasdaq.
- 6.3 Periodically evaluate the criteria for Board membership, and the appropriate size and composition of the Board, and recommend to the Board any related changes.
- 6.4 Periodically review and make recommendations to the Board regarding the composition, size, and structure of the Board's committees, including the creation of additional committees or elimination of existing committees.
- 6.5 Recommend to the Board a procedure to be used to conduct, and oversee the process of conducting, an annual self-evaluation of the performance of the Board and its committees, as well as individual members of the Board.
- 6.6 Perform a review and self-evaluation, at least annually, of the performance of the Committee, including a review of the compliance of the Committee with this charter.
- 6.7 Review and assess shareholders' feedback related to the Company's governance practices and periodically review and assess the Company's shareholder engagement process.
- 6.8 Review proposals submitted by shareholders of the Company for inclusion in the Company's proxy materials and recommend to the Board any Board response to the same.
- 6.9 Review and discuss with management disclosure concerning the Company's corporate governance practices, including information regarding the operation of the Committee or other Board committees and the director nomination process, and recommend that this disclosure be included in the Company's annual meeting proxy statement or Annual Report on Form 10-K, as applicable.
- 6.10 Oversee the reputational risks related to the Committee's duties and responsibilities described in this charter.
- 6.11 Develop and oversee the implementation of a director orientation program for new directors and oversee ongoing director training and continuing education.
- 6.12 Undertake from time-to-time additional activities within the scope of the Committee's charter as it may deem appropriate.

## **CHARTER REVIEW**

- 7.1 The Committee shall review this charter at least annually and recommend any proposed changes hereto to the Board for approval.