

1st Capital Bancorp	GOVERNANCE
Administration	Corporate Governance and Nominating Committee Charter

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

PURPOSE

The Corporate Governance and Nominating Committee (“Committee”) has been established by the Board of Directors of 1st Capital Bancorp (“Company”). The Committee shall operate within the terms of reference set out in this charter.

COMMITTEE MEMBERSHIP AND RESPONSIBILITIES

The Governance Committee shall have at least three members. Each member of the Committee shall be independent in accordance with the Nasdaq independence requirements for nominating committee members as such requirements are interpreted by the Board in its business judgment. In the opinion of the Board, these directors are independent of management and free of any relationship that would interfere with their exercise of independent judgment as members of the Committee.

Members of the Committee are appointed by the Board of Directors. The members of the Committee serve until their successors are duly elected and qualified, and they may be removed by the Board of Directors at its discretion

ANNUAL NOMINATIONS

The Committee shall evaluate and recommend to the Board of Directors nominees for election (a) annually prior to distribution of the Bank’s proxy solicitation materials and (b) at such other times as may be appropriate to fill vacancies in accordance with the Bank’s bylaws.

CONFLICTS

Any conflicts between the provisions of this Charter and the provisions of the Bank’s bylaws shall be resolved in favor of the bylaw provisions and nothing contained herein shall be construed as an amendment of the Bank’s bylaws.

AUTHORITY

The Governance Committee has authority to take appropriate actions necessary to discharge its responsibilities. Such authority includes but is not limited to the power to:

- a. Retain outside counsel, accountants, outside advisors, consultants, or others to assist in the

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conduct of an investigation or as it determines appropriate to advise or assist in the performance of its functions.

- b. Seek any information it requires from employees or external parties. Employees and external parties will be directed to cooperate and comply with the Committee’s requests.
- c. Meet with the senior internal auditor, company officers, external auditors, or outside counsel, as necessary.

MEETINGS

The Governance Committee shall meet at least one time per year, and otherwise as often as may be deemed necessary or appropriate in its judgment. Meetings may be held either in person, by video conferencing or telephonically, and at such times and places as the Committee shall determine. The Committee shall make regular reports to the Board with respect to its activities.

RESPONSIBILITIES

Among its specific responsibilities, the Governance Committee shall:

- 1. Establish criteria and qualifications for Board membership, including standards for assessing independence. These criteria and qualifications shall include, among other things:
 - a. The highest ethical standards and integrity;
 - b. A willingness to act on and be accountable for Board decisions;
 - c. An ability to provide wise, informed, and thoughtful counsel to top management on a range of issues;
 - d. A history of achievement that reflects superior standards for the director candidate and others;
 - e. Loyalty and commitment to driving the success of the Company;
 - f. An ability to take tough positions while at the same time working as a team player; and
 - g. A background that provides a portfolio of experience and knowledge commensurate with the Company’s needs.

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2. Identify and consider candidates, including those recommended by shareholders and others, to fill positions on the Board, and assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
3. Recommend to the Board candidates for election or reelection at each annual meeting of shareholders, and for appointment to fill vacancies between annual meetings.
4. Advise and assist the Executive Committee with its duty to organize the Directors and Committees of the Board. Periodic rotation of committee members and committee chairs shall be considered. The full Board shall select candidates for appointment to the Governance Committee.
5. Annually review the Company's corporate governance processes, and its governance Guidelines and Code of Ethics, including such issues as the Board's organization, membership terms, and the structure and frequency of Board meetings, and recommend appropriate changes to the Board.
6. Consider questions of possible conflicts of interest of Board members and senior executives, in collaboration with the Audit Committee, and initiate appropriate action to address any such conflicts.
7. Monitor and review the recommendations of the Compensation Committee on the compensation of the directors.
8. Oversee the orientation of new directors and continuing education of directors.
9. Monitor the functions of the Board and its committees, as set forth in their respective charters, and coordinate and oversee annual self-assessments of the Board and each committee of the Board's performance and procedures.
10. Assess annually the performance of the Governance Committee and report its findings to the Board.

RELIANCE ON OTHERS

Unless a committee member has knowledge that makes reliance unwarranted, each Governance Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by:

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(a) one or more officers or employees of the Company whom the Governance Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented.

(b) consultants, legal counsel, or other persons as to matters which the Governance Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or

(c) another committee of the Board of which such Governance Committee member is not a member if the Governance Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

REVIEW OF COMMITTEE CHARTER

The Committee will review and reassess the adequacy of the Charter, as needed. The Board will review and approve the Committee Charter as recommended by the Committee. Changes to this charter must be included in 10K filing.

Document Management Information

Revision history	Version	Approval date	Author	Title
Update	DRAFT	TBA	Vida Villanueva	Chief Operating Officer
Update	V1.0	01.28.2023 - Board of Directors	Vida Villanueva	Chief Operating Officer