

FinWise Bancorp

Charter of the Nominating and Corporate Governance Committee

Approved by the Board of Directors, April 25, 2024

The Nominating and Corporate Governance Committee Charter has been adopted by the Board of Directors (the “Board”) of FinWise Bancorp (the “Company”).

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) shall be to assist the Board in (1) identifying qualified individuals to become Board members and members of the board of directors of each of the Company’s subsidiaries, (2) determining the composition of the Board, the board of directors of each of the Company’s subsidiaries and their respective committees, (3) monitoring a process to assess Board effectiveness and the effectiveness of the board of directors of each of the Company’s subsidiaries, (4) developing and implementing the corporate governance guidelines of the Company and its subsidiaries, and (5) any related matters required by the federal securities laws.

Committee Membership

The Committee shall consist of three or more directors. Committee members shall be appointed and removed by the majority vote of the Board. Members shall serve on the Committee for (1) the duration of their current term on the Board, (2) until their resignation from the Board or the Committee or (3) until successors shall be duly elected and qualified. No Committee member may be removed except by majority vote of the Board. Unless chairperson of the Committee (the “Chairperson”) is elected by the Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership. All members of the Committee shall be Independent Directors (as defined by the Marketplace Rules of the Nasdaq Stock Exchange).

Committee Duties and Responsibilities

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

1. To lead the search for individuals qualified to become members of the Board and the board of directors of each of the Company’s subsidiaries, to review the background, qualifications, and independence of such individuals and to select director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board and the board of directors of each of the Company’s subsidiaries, in collectively serving the long-term interests of the shareholders;

2. To review the size and composition of the Board and the board of directors of each of our subsidiaries and recommending any appropriate changes to reflect the appropriate balance of required independence, knowledge, experience, skills, expertise, and diversity. The Committee shall consider questions of possible conflicts of interest involving members of the Board, including operations that could be considered competitive with the Company's operations or otherwise present a conflict of interest;
3. To develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair his or her independence;
4. To review the Board's committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall monitor the function of the Company's standing committees and recommend any changes, including the creation or elimination of any committee and review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed;
5. To develop and recommend to the Board for its approval a set of corporate governance guidelines in light of best corporate governance practices among the Company's peers. The Committee shall monitor and review the guidelines and the corporate governance provisions of the federal securities laws and the Nasdaq listing rules applicable to the Company on an annual basis, or more frequently, if appropriate, and recommend changes to the guidelines as necessary. The Committee shall investigate any alleged violations of such guidelines and the applicable corporate governance provisions of federal securities laws and listing rules, and report such violations to the Board with recommended corrective actions;
6. To review the performance of and oversee the evaluation of members of the Board, the board of directors of each of the Company's subsidiaries and management of the Company and its subsidiaries;
7. To oversee the Company's director orientation and continuing education programs for the members of the Board;
8. To consider any resignation tendered to the Board by a director and recommend the acceptance of such resignation if appropriate;
9. To review, at least annually, with the principal executive officer, the succession plans relating to the position of principal executive officer; and

10. To perform such other duties as the Board may assign to the Committee with respect to the Company's nominating and governance policies.

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 sole authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any 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 recommendations to the Board from time to time. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.