



CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Primis Financial Corporation (the “Company”) to assist the Board in fulfilling its responsibilities regarding the following:

- To identify individuals qualified for membership on the Board, consistent with the criteria established by this Charter;
- Evaluating and recommending to the Board the director nominees for election at the annual meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings;
- Monitoring and assessing the performance of the Board and each committee at least annually and as circumstances otherwise dictate. Recommending individuals for membership on the Board’s various committees after consideration of the qualifications and experiences necessary to serve effectively.
- Shaping the corporate governance practices of the Company, including developing and recommending to the Board a set of corporate governance principles and reviewing such corporate governance guidelines at least annually and recommending any changes to the Board and assisting the Board in complying with such guidelines; and
- Such other duties, responsibilities and activities as may be set forth in this Charter or directed by the Board.

Committee Membership

The Committee shall consist of a minimum of three members. Each member of the Committee shall (i) be a director of the Company, (ii) meet the independence and other applicable requirements of NASDAQ, and (iii) meet any additional requirements imposed by the Board.

The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, disqualification or death. The members of the Committee may be removed by the

Board, with or without cause, at its discretion. The Board shall designate a chairperson for the Committee.

Meetings, Structure and Operations

The Committee shall meet as frequently as the Committee deems necessary, and shall maintain adequate minutes and records of all meetings. The operation of the Committee, including with respect to actions without meetings, notice of meetings and waiver of notice, quorums and voting requirements, shall be as set forth in the Company's Bylaws. All meetings of the Committee may be held telephonically.

A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may act without a meeting by unanimous written consent of all members.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may invite to its meetings any director, member of management of the Company or Primis, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate, including a director who is not a member of the Committee, in order to carry out its responsibilities.

Committee Duties, Responsibilities and Authority

In furtherance of the purposes of the Committee, the Committee shall have the following duties, responsibilities and authority:

- The Committee shall identify, evaluate and recommend to the Board nominees for election as director of the Company at the annual meeting of the Company's shareholders or to fill a vacancy on the Board in between annual meetings. The Committee shall establish and periodically review criteria for the selection of new directors to serve on the Board. In fulfilling this function, the Committee shall consider the following and make appropriate recommendations to the Board:
 - The size and composition of the Board as a whole in order to ensure that the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds;
 - The experience, skills and contributions of incumbent directors and any proposed new directors, to be reviewed in light of criteria established by the Board, including consideration of an incumbent director's Board and committee meeting

attendance and performance and the length of an incumbent director's prior Board service. In determining whether a member of the Board should stand for re-election, consider matters relating to the retirement of members of the Board, including term limits or age limits, if applicable;

- Ensuring that the Board, as a whole, is diverse and consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a director as a "financial expert," as that term is defined by the Securities and Exchange Commission (the "SEC"));
 - Minimum qualifications, including strength of character, judgment, familiarity with the Company's business and industry, independence of thought and an ability to work collegially;
 - The independence of incumbent directors and any proposed new directors, under applicable NASDAQ and SEC independence standards and possible conflicts of interest and whether a candidate has special interests or a specific agenda that could impair his or her ability to effectively represent the interests of all shareholders; and
 - Applicable NASDAQ and other eligibility and suitability requirements for service on the Board and its committees;
- The Committee shall annually review the Board's committee structure and recommend any changes to the Board for approval, including the creation of additional committees or the elimination of committees of the Board;
 - If a vacancy on a Board committee occurs, the Committee shall recommend a director with relevant experience and skills who meets any applicable independence and other eligibility or suitability requirements for service on such committee, to be appointed by the Board to fill the committee vacancy;
 - Any new candidate proposed by the Committee for election to the Board to fill a vacancy shall be approved by the Board prior to the Chair of the Board extending a formal invitation to the candidate to join the Board;
 - To establish procedures for evaluating the suitability of potential director nominees proposed by the Directors, management or shareholders and adopt procedures for the submission of recommendations by shareholders as it deems appropriate;
 - Conduct all necessary and appropriate inquiries in the backgrounds and qualifications of possible candidates to serve on the Board;

- Oversee the evaluation of the Board, the Board's committees and the Company's management, including in accordance with any applicable NASDAQ rules;
- The Committee shall monitor and annually evaluate the Board's governance performance, practices and processes, shall make recommendations to the Board regarding the Board's governance practices, and shall assist the Board with its assessment process to determine if the Board and its committees are functioning effectively;
- If a non-employee director experiences a substantial change in his or her job responsibilities or principal occupation, the Committee shall evaluate whether the individual continues to satisfy the Board's membership criteria in light of the changed circumstances and shall recommend to the Board the action, if any, to be taken with respect to such individual;
- Coordinate with the Board's chairperson succession planning with respect to the Chief Executive Officer and other senior officers, including identifying and selecting such officers, as applicable;
- Develop and evaluate an orientation program for new directors and a continuing education program for current directors and make appropriate recommendations for final Board action regarding these programs;
- The Committee shall review and reassess the adequacy of this Charter annually and recommend any changes to the Board for approval. The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter.

In addition, consistent with applicable law, regulations and other requirements, the Committee may delegate certain of its authority to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Reporting of Committee Activities to the Board of Directors

The Committee shall report on its activities to the Board and, where appropriate, its recommendations for action to the Board at the next meeting subsequent to that of the Committee. Certain action by the Committee may be similarly reported to the Board for approval, ratification, and/or confirmation.

Committee Resources

In order to carry out the duties conferred upon the Committee by the Charter, the Committee is authorized to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, consultants, search firms, or other experts or consultants, as it deems appropriate in its sole discretion (each, a “Committee Adviser”).

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Committee Adviser retained by the Committee.

The Company shall provide the Committee appropriate funding, as determined by the Committee in its sole discretion, for the payment of reasonable compensation to Committee Advisers.

Approved by the Committee: August 13, 2020

Approved by the Board: August 20, 2020