

FG FINANCIAL GROUP, INC. (the “Corporation”)

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE AND ROLE OF THE COMMITTEE

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the “Committee”) is to:

- (a) Identify, evaluate and recommend individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board of Directors;
- (b) Select, or recommend that the Board of Directors select the director nominees to stand for election at each annual or special meeting of shareholders of the Corporation in which directors will be elected or to fill vacancies on the Board of Directors;
- (c) Develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Corporation, as the Committee deems appropriate;
- (d) Oversee the annual performance evaluation of the Board of Directors and its committees and management; and
- (e) Otherwise take a leadership role in shaping and providing oversight of the corporate governance of the Corporation, including recommending directors eligible to serve on all committees of the Board of Directors.

The Committee also shall perform such other duties as assigned to it from time to time by the Board of Directors.

II. STRUCTURE AND OPERATIONS

A. COMPOSITION AND QUALIFICATIONS

Subject to the Company’s election to rely on the exemption available to controlled companies under the rules of Nasdaq regarding director nominations, the Committee shall be comprised of no fewer than two members of the Board of Directors, each of whom meets the independence requirements of the Nasdaq listing standards and all other applicable rules and regulations. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board of Directors.

B. APPOINTMENT AND REMOVAL

The members of the Committee shall be appointed by the Board of Directors in accordance with the Corporation’s by-laws and shall serve until such member’s successor is duly appointed or until such member’s earlier resignation or removal. The members of the Committee

may be removed, with or without cause, by the Board of Directors in accordance with the Corporation's by-laws.

C. CHAIR

Unless a chairperson is elected by the Board of Directors, the members of the Committee shall designate a chairperson by the majority vote of the full Committee membership. The chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings. In the absence of the chairperson of the Committee, the Committee shall select another member to preside.

D. SUBCOMMITTEES

In fulfilling its responsibilities under this Charter, the Committee shall be entitled to delegate any or all of its responsibilities under this Charter to a subcommittee of the Committee as it deems appropriate.

E. MEETINGS

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities but shall at a minimum hold an annual meeting. The Chairman of the Board of Directors or the chairperson of the Committee may call meetings of the Committee. All meetings of the Committee may be held in person, telephonically, videoconference or similar means of remote communication.

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

F. VOTING

Each member of the Committee shall have one vote. One-third of the Committee members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

G. MINUTES

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Corporation's minute book.

H. ADVISORS

The Committee shall have authority to obtain advice and assistance to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities under this Charter. The Committee shall have full, unrestricted access to Corporation records.

III. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities under this Charter. These functions shall serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall:

- (a) Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors or any committee thereof in order to ensure the Board of Directors has the requisite expertise, meets the independence requirements of the listing standards of Nasdaq and any other applicable law, regulation or rule, and its membership consists of persons with sufficiently diverse and independent backgrounds.
- (b) Establish criteria for the selection of new directors to serve on the Board of Directors.
- (c) Identify, recruit, screen and interview individuals that the Committee believes are qualified to become members of the Board of Directors, and select, or to recommend that the Board of Directors select, the director nominees to stand for election at each annual or special meeting of shareholders of the Corporation in which directors will be elected.
- (d) Review and make recommendations to the Board of Directors as to whether members of the Board of Directors should stand for re-election. Recommend and administer policies relating to the retirement of members of the Board of Directors, including term limits or age limits, as the Committee may deem appropriate.
- (e) In the case of a vacancy in the office of a director, recommend to the Board of Directors an individual to fill a designated vacancy or vacancy determined by the Board, either through appointment by the Board of Directors or through election by shareholders.
- (f) Evaluate candidates for nomination to the Board of Directors, including those recommended by shareholders. In that connection, the Committee shall recommend to the Board procedures for the submission of recommendations by shareholders as it deems appropriate.
- (g) Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates for nomination to the Board of Directors.

- (h) Establish procedures to exercise oversight of, and oversee the performance evaluation process of, the Board of Directors and management.
- (i) Periodically review the adequacy of the certificate of incorporation and by-laws of the Corporation and recommend to the Board of Directors, as conditions dictate, such amendments to the articles of incorporation and by-laws as it considers desirable.
- (j) Assist the Board in overseeing the Company's response to shareholder proposals.
- (k) Keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board of Directors in light of such developments as may be appropriate.
- (l) Provide oversight in respect of Director orientation, training and continuing education.
- (m) Make recommendations in connection with directors' and officers' indemnification and insurance matters.
- (n) Maintain minutes or other records of meetings and activities of the Committee.
- (o) Perform such other duties and responsibilities, consistent with this Charter, the Corporation's bylaws, governing law, the rules and regulations of Nasdaq, the U.S. securities laws and such other requirements applicable to the Corporation, delegated to the Committee by the Board of Directors.

IV. ANNUAL PERFORMANCE EVALUATION

The Committee shall review and reassess annually the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable.

Last revised as of October 22, 2020.