



**Board Nominating and Governance
Committee
Patriot Bancorp, Inc.
Patriot National Bank, N.A.**

BOARD NOMINATING & GOVERNANCE COMMITTEE CHARTER

The Nominating and Governance Committee of the Board (the “Committee”), as part of the Bank’s corporate governance, shall have as its purpose the identification and recommendation to the Board of individuals qualified to serve as directors of the Corporation and the Bank. It shall also recommend the size and composition of all committees to the Board; and to advise the Board with respect to Board size and composition and director nominating process.

Issues may be discussed by the Board that fall under the purview of the Nominating and Governance Committee. In this case, discussions, and/or decisions made by the Board will have the same validity and consequence as if they had been discussed and decided upon by the Nominating and Governance Committee.

NOMINATING COMMITTEE - COMPOSITION

The Committee is composed of a Chairperson and at least two other independent directors.

The members of the Committee shall be appointed by the Board and the Committee reports to the Board.

The Board has named: Emile Van den Bol, Chair of the Committee and Director
Michael Carrazza, Chairman
Edward Constantino, Lead Independent Director
Michael Weinbaum, Director

MEETINGS AND PROCEDURES OF THE COMMITTEE

1. The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.
2. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.
3. The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

4. To make recommendations concerning any other aspect of the procedures of the Board respecting nominations and governance that the Committee considers warranted, including but not limited to, procedures with respect to the waiver by the Board of any Corporation rule, guideline, procedure or corporate governance principle.

INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee or the Board may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee or Board shall have authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Corporation.

CORPORATE GOVERNANCE GUIDELINES

Overview - the role of the Board of Directors:

1. It is the paramount duty of the Board to oversee the Chief Executive Officer (the "CEO") and other executive officers in the competent and ethical operation of the Corporation and the Bank on a day-to-day basis and to assure that the long-term interests of the shareholders are being served. To satisfy this duty, the directors will take a proactive, focused approach to their position and set standards to ensure that the Corporation is committed to business success through maintenance of the highest standards of responsibility and ethics.
2. Directors bring to the Corporation and the Bank. a wide range of experience, knowledge and judgment, and bring these skills to bear for the Corporation and the Bank. These varied skills mean that good governance depends on far more than a "check-the-box" approach to standards or procedures. The governance structure in the Corporation is designed to be a working structure for principled actions, effective decision-making and appropriate monitoring of both compliance and performance.

Director Qualifications:

1. The board has committed to maintaining a majority of independent directors on the board who meet the criteria for independence established by the NASDAQ. The Committee shall solicit and receive recommendations and review the qualifications of potential director candidates. The consideration of a candidate as a director will be based on the candidate's skills and abilities, and, if determined to be qualified for service on the Board, the value of the candidate's contributions to the Board in light of the current needs of the Board. The Committee will monitor the mix of skills and experience of its directors in order to assure that the Board has the necessary tools to perform its oversight function.

DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

Board of Directors Candidates and Nominees

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

1. To assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by shareholders or others. The Committee shall establish a policy for the consideration of director candidates nominated by shareholders, including the procedures to be followed by shareholders in submitting their recommendations for Board candidates and whether shareholder nominees will be evaluated differently, such policy to be disclosed in the Corporation's annual information statement.
2. To review the background and qualifications of individuals being considered as director candidates. The Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board. Included in this review is a completed conflict of interest questionnaire, ensuring transparency around real or perceived conflicts, in compliance with Bank policy.
3. To recommend to the Board the director nominees for election by the shareholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Corporation, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.
4. To ensure that committee meeting minutes contain relevant discussion and details on the information that was considered in making director candidate decisions.

Board composition and procedures

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

1. To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by Nasdaq.
2. To review periodically the size of the Board and to recommend to the Board any appropriate changes. When the Board experiences turnover, this committee will advise the Board promptly as to the impact to Board knowledge, skill, expertise, diversity, and independence.
3. To support the Board in maintaining a Lead Independent Director with sufficient authority and expertise to ensure that the Bank is not subject to undue influence from any executive officer or director.

2. Serving on the Corporation's Board requires significant time and attention. Directors must spend the time needed, and be able to meet as often as necessary, to properly discharge their responsibilities. Directors other than the CEO of the Corporation should not serve on more than four (4) boards of public companies in addition to the Board.

Ethics and Conflicts of Interests:

The Board expects its directors, as well as its officers and employees, to act ethically at all times, and to acknowledge their adherence to the Corporation's Code of Ethical Conduct. The Board will not permit the waiver of any ethics policy for any director or executive officer.

All Board directors adhere to the Bank's written, comprehensive conflict of interest policy applicable to the Bank's and the Bank's holding company's directors, principal shareholders, executive officers, affiliates, and employees (Insiders) and related interests of such Insiders, in compliance with regulatory guidance.

The Nominating & Governance Committee will be responsible for determining if any individual being considered as a Board Member has a conflict of interest relating to his or her appointment to the Board. The Committee is responsible for informing the Compliance Committee of the Board if any such conflict is determined. In addition, this Committee and its Members are required to report to the Compliance Committee any real or potential conflicts that they become aware of.

Size of Board and director elections:

The Corporation's By-Laws prescribe that the number of directors will not be less than five (5) nor more than twenty-five (25). The Board reviews from time to time the appropriateness of its size.

Director orientation and continuing education:

The Corporation's management shall provide new directors with materials, briefings and additional education opportunities to permit them to become familiar with the Corporation and to enable them to better perform their duties.

Director responsibilities:

The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Corporation and its shareholders. In fulfilling that responsibility, the directors should be able to rely on the honesty and integrity of the Corporation's senior management and expert legal, accounting, financial and other advisors.

BOARD NOMINATING & GOVERNANCE COMMITTEE CHARTER

Board members are expected to prepare for, attend and participate in all Board and applicable committee meetings and to spend the time needed to meet as often as necessary to properly discharge their obligations. At the beginning of each year, the Board will, to the extent foreseeable and practicable, set a schedule of agenda items to be discussed during the year. Each Board member is free to suggest the inclusion of items on the agenda and to raise any Board meeting subjects that are not on the agenda for that meeting. The Board shall meet at least ten (10) times per year.

An agenda for each Board meeting, along with information and data that is important to the Board's understanding of the business to be conducted at the Board meeting, should be distributed to the directors in advance of the meeting. Certain matters may be discussed at the meeting without advance distribution of written materials, as appropriate.

The Board believes that management speaks for the Corporation. Individual Board members may occasionally meet or otherwise communicate with various constituencies of the Corporation, but it is expected that the Board members would do this with the knowledge of management and, in most instances, absent unusual circumstances or as contemplated by the committee charters, at the request of management.

Director access to officers and employees:

The Board has complete access to all Corporation officers and employees.

The Board encourages management to schedule managers to be present at Board meetings who: (a) can provide additional insight into items being discussed because of personal involvement in these areas or (b) have future potential that management believes should be given exposure to the Board.

MEETINGS/PROTOCOL

The Nominating and Governance Committee shall meet as often as necessary and maintain minutes of its meetings. Such minutes shall be submitted at the next regular meeting of the Board at which a quorum is present, and any action taken by the Board with respect thereto will entered into the minutes of the Board.

VENDORS

In cooperation with the established Vendor Management Committee, policy and process, all Vendors engaged for Board Search or related provisions must be approved by the Vendor Management Committee.

<u>Revision/Approval</u>	<u>Date</u>
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Policy Created	May 15, 2020
Charter revised	June 24, 2020
Revised and adopted	June 23, 2021

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