



# Nominating and Corporate Governance Committee Charter

June 22, 2022

**Cadence Bank**  
**Nominating and Corporate Governance**  
**Committee of the Board of Directors**

**1. Purpose**

The Nominating and Corporate Governance Committee (the Committee) of Cadence Bank (the Company)<sup>1</sup> shall generally be responsible for the matters described in Section 4 of this Charter.

**2. Composition**

The Committee shall be comprised of no less than three members of the Board of Directors of the Company (the Board), the exact number of which will be determined from time to time by the Board. Each Committee member shall meet the independence requirements of the Federal Deposit Insurance Corporation (FDIC), and the New York Stock Exchange (NYSE), as from time to time in effect. Each Committee member shall be selected and subject to removal by the Board. The Committee shall recommend a Committee chairman to the Board for approval.

**3. Meetings**

The Committee will meet as frequently as circumstances dictate, but at least annually. The Committee may set its own rules of procedure and may delegate authority to subcommittees of its members. The Committee shall keep minutes of its actions.

**4. Committee Authority and Responsibilities**

- A. The Committee shall conduct its activities in accordance with the Company's policies, procedures and corporate governance principles. (Corporate Governance Principles).
- B. The Committee has criteria, as outlined in the Corporate Governance Principles, for selection of members of the Board, which shall be considered and changed if appropriate, subject to approval by the Board, for selection of members of the Board and its committees. The Committee shall review with the Board, on an annual basis, the requisite skills and characteristics of new members of the Board as well as the composition of the Board as a whole. This assessment will include the characteristics and qualifications set forth in the Corporate Governance Principles.

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<sup>1</sup> The term Cadence Bank (Cadence or the Company) includes its subsidiaries and their affiliates.

- C. The Committee, the Chairman of the Board, and the Chief Executive Officer of the Company shall actively seek individuals qualified to become Board members for recommendation to the Board and to the shareholders. The Committee shall have the sole authority to retain, at the Company's expense, the services of any search firm to identify potential director candidates and shall have sole authority to approve the search firm's fees and other terms of retention. The Committee shall meet at least annually, in consultation with the Chairman of the Board and the Chief Executive Officer of the Company, to discuss the qualifications of potential new members of the Board. In consultation with the Chairman of the Board and the Chief Executive Officer of the Company, the Committee shall determine if any written nominations that are proposed by a shareholder or shareholders of the Company have been properly submitted in accordance with the Company's Bylaws and applicable law. The Committee shall review and consider any and all such nominations that have been properly submitted.

The Committee will evaluate each incumbent director to determine whether he or she should be nominated to stand for reelection, based on the criteria outlined in the Corporate Governance Principles, as well as the director's contributions to the Board during the relevant term.

After consulting with the Chairman of the Board and the Chief Executive Officer of the Company, the Committee shall recommend the director nominees and committee members (and chairmanships for each committee) to the Board for approval and inclusion in the Company's proxy statement.

The Board shall be responsible for determining the qualification of an individual to serve on the Audit Committee of the Company's Board as a designated "audit committee financial expert," as required by applicable rules of the Securities and Exchange Commission (SEC) under Section 407 of the Sarbanes-Oxley Act. In light of this responsibility of the Board, the Committee shall coordinate closely with the Board in screening any new candidate and in evaluating whether to re-nominate any existing director who may serve in this capacity.

- D. The Committee will be responsible for overseeing the annual evaluation of the Company's Board.
- E. The Committee shall appoint an Independent Lead Director on an annual basis, as described under the Corporate Governance Principles, beginning on the date of each annual meeting of shareholders.
- F. The Committee shall report to the Board at least annually.

- G. The Committee shall have authority to obtain advice and assistance from internal and external legal counsel, accountants or other advisors as the Committee deems necessary to carry out its duties, at the expense of the Company, without seeking prior approval of the Board or Management.<sup>2</sup>
- H. The Committee shall annually review and re-assess the adequacy of this Charter, the Corporate Governance Principles, the Company's Related Person Transactions Policies and Procedures, the Director Independence Standards, the Company's Stock Ownership Guidelines, the Insider Trading Policy, as well as the Role and Responsibilities for the Board of Directors, and recommend any proposed changes to the Board for approval.
- I. Except for loans or other extensions of credit by the Company subject to the insider lending restrictions implemented by Regulation O, the Committee shall review and, if appropriate, recommend to the Board for approval in advance all "related person" (as defined in SEC Regulation S-K, Item 404) or affiliate transactions between the Company and any of its "related persons" or affiliates, or transactions in which any of such persons directly or indirectly is interested or benefited. If advance approval of a related person transaction by the Committee is not practicable, then the related person transaction shall be considered and, if the Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting. The Committee shall monitor and review all applicable transactions pursuant to the Company's Related Person Transactions Policies and Procedures.
- J. The Committee shall periodically review and consider any criteria that proxy advisory services publish with respect to recommendations for voting by institutional investors.
- K. The Committee shall monitor and review the ownership levels of the covered participants as described in the Company's Stock Ownership Guidelines on an annual basis.
- L. The Committee shall make recommendations to the Board regarding proposed changes to the membership of internal management-level committees.
- M. The Committee shall have all additional authority necessary to conduct such other actions or responsibilities delegated to it by the Board.

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<sup>2</sup> The term "Management" means the Company's employees who serve as Management Committee or Senior Management and, as such, are responsible for ultimate ownership of products, models or other key processes. The composition of the Executive Management Committee and the Management Committee is established by the Board of Directors from time to time. The composition of Senior Management is established by the Company's Executive Management Committee from time to time.

## **5. Annual Performance Evaluation**

The Committee shall conduct an annual self-evaluation to determine whether it is functioning effectively. The Committee shall provide an annual report to the Board with an assessment of its performance. The assessment results shall be discussed with the full Board following the end of each calendar year. The assessment will focus on the Committee's responsibilities to the Company and specifically focus on areas in which the Board or Management believes the Committee could improve.

The Committee will also conduct an annual evaluation in order to assist the Board in determining whether the Board and its committees are functioning effectively. The Committee will receive comments from all directors and report annually to the Board with the assessment results of the Board and committee performance. The assessment results will be discussed with the full Board following the end of each calendar year. The assessment will focus on the Board's responsibilities to the Company and on areas where the Board or Management believes improvements could be made.