



# CROSSFIRST

## BANKSHARES, INC.

### CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

#### I. PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of CrossFirst Bankshares, Inc. (the "Company") is to:

- recommend to the Board the persons to be nominated by the Board for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies and newly created directorships on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board;
- develop and recommend to the Board corporate governance guidelines and a code of business conduct and ethics; and
- oversee the evaluation of the Board.

#### II. STRUCTURE AND MEMBERSHIP

1. Members. The Committee shall consist of at least three members of the Board, as determined from time to time by the Board.

2. Independence. Each member of the Committee shall: (a) be an "independent director" as defined by applicable rules of the Nasdaq Stock Market, except as may otherwise be permitted by such rules; and (b) meet any other requirements imposed by applicable laws, rules and regulations.

3. Chair. The Board shall designate the Chair of the Committee.

4. Compensation. The compensation of Committee members shall be as determined by the Board.

5. Appointment and Removal. The Company's Bylaws shall govern the processes and procedures for the appointment and removal of members of the Committee; provided, that the Committee shall make recommendations to the Board regarding the persons to be appointed as members of the Committee by the Board.

### III. AUTHORITY AND RESPONSIBILITIES

#### General

The Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company's management and others, in accordance with its business judgment.

#### Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw, or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for: (a) identifying individuals qualified to become Board members, consistent with criteria approved by the Board; and (b) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies or newly created directorships on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates. The Committee shall be responsible for recommending to the Board individuals to be appointed to the board of directors (or similar governing body) of each of the Company's subsidiaries and any committees thereof.

2. Criteria for Selecting Directors. The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

3. Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

4. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

### **Corporate Governance**

5. Corporate Governance Guidelines. The Committee shall develop and recommend to the Board corporate governance guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

6. Board Composition and Leadership Structure. As more fully provided for in the Company's corporate governance guidelines, the Committee shall periodically: (a) review the independence of the directors; (b) review the size and composition of the Board as a whole and recommend any appropriate changes to the Board; and (c) review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company.

7. Code of Conduct. The Committee shall develop and recommend to the Board a code of business conduct and ethics applicable to the Company's directors, officers, and employees. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such code and recommend any proposed changes to the Board for approval.

### **Evaluation of the Board; Succession Planning**

8. Evaluation of the Board. The Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation, and prepare an assessment of the Board's performance, to be discussed with the Board.

9. Succession of Senior Executives. The Committee shall oversee an annual review by the Board on succession planning for senior executives, which shall include transitional leadership in the event of an unplanned vacancy.

### **Additional Duties**

10. Environmental, Social and Governance. Oversee the Company's practices and reporting with respect to ESG matters that are of significance to the Company and its stakeholders, including reviewing the Company's ESG strategy, initiatives, and policies and receiving updates from members of management

responsible for those activities. The Committee may fulfill these responsibilities in consultation and coordination with the Board committees.

11. Additional Duties. The Committee shall have such other duties as may be delegated from time to time by the Board.

#### IV. PROCEDURES AND ADMINISTRATION

1. Procedures. Except as provided in this Charter, the Company's Bylaws shall govern the processes and procedures of the Committee, including the appointment and removal of members of the Committee, the calling and holding of meetings and notice and quorum requirements for meetings, and actions by written consent in lieu of a meeting.

2. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee, in its discretion, may ask members of the Board, management or such other persons as it deems appropriate to attend its meetings (or portions thereof) and to provide information as necessary. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. The Committee shall keep regular minutes of its meetings as appropriate.

3. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time in its sole discretion; provided, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or Nasdaq Stock Market rule to be exercised by the Committee as a whole. Each subcommittee will consist of one or more members of the Committee.

4. Reports to the Board. The Committee shall report regularly to the Board as appropriate.

5. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

6. Advisors. In addition to retaining search firms, the Committee shall have the authority, in its sole discretion and without further action by the Board, to engage such legal counsel and other advisors as it deems necessary or appropriate to carry out its duties. Such advisors may be the regular advisors to the Company. The Committee is empowered, without further action by

the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

7. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee, or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

8. Funding. The Company will provide for appropriate funding, as determined by the Committee, for payment of: (a) compensation to any search firms or advisors retained by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Adopted: October 21, 2021