

**STERLING BANCORP, INC.**  
**STERLING BANK AND TRUST, F.S.B.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

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**PURPOSE**

The Board of Directors of Sterling Bancorp, Inc. (“*Bancorp*”) has appointed the Nominating and Corporate Governance Committee (the “*Committee*”) to assist the Board<sup>1</sup> in fulfilling its responsibilities to provide director oversight of nominations for election to the Board, and developing and maintaining the corporate governance policies and practices of Bancorp, the Board of Directors of Sterling Bank and Trust, F.S.B. (the “*Bank*”), and their respective subsidiaries (collectively, the “*Company*”). The Committee also serves as the Nominating and Corporate Governance Committee of the Board of Directors of the Bank.

**MEMBERSHIP**

The Committee shall be composed of three or more directors appointed by the Board, one of whom shall be designated by the Board as the Chair. All members of the Committee shall be, in the opinion of the Board, “independent” in accordance with the rules of Nasdaq.

The Board shall appoint members of the Committee and Committee members are subject to removal at any time by a majority of the Board. The Board may fill any vacancy on the Committee. Committee members shall be appointed at the Company’s annual organizational meeting and shall continue to serve until the Company’s next organizational meeting or until the appointment of new members.

**MEETINGS**

The Committee shall meet as often as it determines necessary to fulfill its duties and at such times as the Chair or a majority of the Committee determines. A simple majority of the voting members of the Committee shall constitute a quorum for the conduct of all business.

**DUTIES AND RESPONSIBILITIES**

The Committee has full power and authority to perform the responsibilities of a public company nominating and corporate governance committee under applicable law, regulations, and stock exchange rules.

The Committee has the authority and responsibility to:

- Develop and recommend to the Board criteria for the selection of candidates for election as directors;
- When required or advisable, lead the search for individuals qualified to serve on the Board, including appropriate consideration of candidates recommended by shareholders, management and directors;
- Prior to each annual meeting of shareholders, recommend to the Board a slate of persons to be considered as nominees of the Board for election to the Board (which may be divided into classes consistent with the Company’s governing documents) and for whom the Board will solicit proxies. In the interim between annual meetings, the Committee shall recommend to the Board persons to be appointed to fill vacancies by action of the Board;

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<sup>1</sup> Reference to the “Board” herein shall refer to the Board of Directors of each of Bancorp and the Bank, unless the context requires otherwise.

- Review and recommend to the Board any changes in the size and composition of the Board;
- Review and oversee succession planning, search and recruitment for the Chief Executive Officer of the Company;
- Review and make recommendations to the Board with respect to the independence of all incumbent directors as required by the Company's governing documents, Board requirements, and Nasdaq Listing Rules and applicable law;
- Assess the skills, attributes, qualifications and contributions of incumbent directors considered for re-election to the Board as a part of the nomination process;
- Periodically review and make recommendations to the Board on the Board policies and practices relating to corporate governance, independence of directors, stock ownership of directors, attendance, conflicts of interest, ethics, and business conduct;
- Monitor, with the assistance of the Ethics and Compliance Committee, compliance with Sterling's Code of Business Conduct and Ethics and Corporate Governance Guidelines;
- Determine, review and oversee policies and procedures to facilitate and review shareholder communications to the Board; and
- Review and make recommendations to the Board regarding response to proposals of shareholders that relate to corporate governance.

The Committee also has and will have any additional powers, authority and responsibilities which are delegated to the Committee by the Board. The powers, authorities and responsibilities of the Committee which relate to specific laws, regulations and rules shall continue and apply to any applicable successor or amended laws, regulations and rules. The Committee may establish subcommittees of the Committee and delegate authority and responsibility to subcommittees or any individual member of the Committee.

The Committee will keep minutes, make regular reports to the Board and propose any necessary action to the Board. The Committee will, at least annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

## **ADVISORS**

The Committee has authority to engage consultants, advisors and legal counsel at the expense of the Company. The Committee has authority to approve contracts with and payment of fees and other compensation of consultants, advisors and legal counsel. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any consultants, advisors or legal counsel employed by the Committee and ordinary administrative expenses of the Committee.

## **ESCALATION**

The Committee shall make regular reports of its meetings to the Board, including reports of any significant issues or concern reported to the Committee by the Chief Executive Officer, the Chief Legal Officer or any other person.

## **SCOPE OF RESPONSIBILITY**

The Committee and its members have the duties and responsibilities expressly stated in this Charter or imposed by law. These duties and responsibilities of a member of the Committee are in addition to those duties applicable to all members of the Board. It is not the duty of the Committee to conduct investigations or to ensure compliance with laws and regulations. In discharging his or her duties, each member of the Committee is entitled to rely on financial statements, financial data information, opinions, reports and

statements, prepared or presented by officers, employees, consultants, advisors, legal counsel, accountants, and other persons he or she reasonably believes to be reliable and competent in the matters presented.

### **DOCUMENT HISTORY**

<b>Version Number</b>	<b>Date Approved</b>
1.0	October 17, 2017
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2023.1	March 23, 2023
2023.2	October 26, 2023