

BANK7 CORP.
CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
As adopted by the Board on December 17, 2019

This Charter of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Bank7 Corp. (the “Company”) has been adopted by the Board for the purposes set forth below. Unless the context requires otherwise, all references to the Company in this Charter will include the subsidiaries and affiliates of Bank7 Corp.

Statement of Purpose

The purpose of the Committee is to assist the Board with:

1. Identifying individuals qualified to become directors, consistent with the criteria approved by the Board, and recommending such director nominees for election to the Board for the next annual meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings;
2. Developing and recommending to the Board a set of corporate governance guidelines applicable to the Company;
3. Overseeing the evaluation of the Board and management;
4. Recommending members of the Board to serve on committees of the Board and evaluating the operations and performance of such committees;
5. Overseeing and approving the management succession process; and
6. Otherwise taking a leadership role in shaping the corporate governance of the Company.

Committee Membership

The Committee shall consist of three or more directors as determined from time to time by the Board. The members of the Committee and the Committee Chair shall be elected by the Board annually and shall serve until their successors have been duly elected and qualified or until earlier resignation or death. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of The NASDAQ Stock Market LLC's listing standards (the “Listed Company Rules”), SEC rules and regulations and any additional requirements that the Board deems appropriate. The Board will determine, at least annually, the eligibility of the Committee’s members.

Each member of the Committee must meet the following criteria:

1. be an “independent director” as defined under the Listed Company Rules, except

as may otherwise be permitted by the Listed Company Rules; and

2. meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions, as well as any additional requirements that the Board may deem appropriate.

The Committee Chair will be responsible for the leadership of the Committee, including presiding over meetings and making regular reports to the Board. If the Board does not designate a Committee Chair, the members of the Committee, by a majority vote, may designate a Committee Chair.

The Board may remove by a majority vote any director from the Committee at any time with or without cause. Any vacancy on the Committee shall be filled by majority vote of the Board. Any director serving on the Committee will automatically cease to be a member of the Committee at the time that he or she ceases to be a director of the Company.

Meetings and Operations of the Committee

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but at least twice annually, and will report to the Board at the meeting of the Board next following each such Committee meeting regarding any issues of which the Board should be made aware. Meetings shall be called by the Committee Chair at the request of any member of the Committee or the Chairman of the Board. 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. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.

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 pertinent information as necessary. 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.

Duties and Responsibilities of the Committee

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board.
2. Identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting.
3. Review and make recommendations to the full Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to

the retirement of members of the Board, including term limits or age limits, as well as the performance of such directors.

4. In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board the class of directors in which the director- nominee should serve and in accordance with any applicable provisions of the Company's certificate of incorporation or bylaws.
5. Evaluate candidates for nomination to the Board, including those recommended by shareholders on a substantially similar basis as they consider other nominees. In connection, the Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate.
6. Retain and terminate any search firm to be used to assist them in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention
7. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
8. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
9. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
10. Oversee the annual evaluation of the Board.

Committee Selection, Composition and Evaluation

11. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
12. Recommend members of the Board to serve as the chairpersons of the committees of the Board.
13. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board.

14. Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board.

Corporate Governance

15. Review the adequacy of the certificate of incorporation and bylaws of the Company and recommend to the Board, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws.
16. Develop and recommend to the Board a set of corporate governance guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to recommend to the Board changes to the Company's Corporate Governance Guidelines in light of such developments as may be appropriate.
17. Review policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

Continuity/ Succession Planning Process

18. Oversee the evaluation of management.
19. Oversee and approve the management succession planning process. Review and evaluate the succession plans relating to the Chairman, Chief Executive Officer and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

Reports

20. Report regularly to the Board including:
 - (i) following meetings of the Committee; and
 - (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board as the Committee may deem appropriate. The report to the Board may take the form of an oral report by a designated member of the Independent Directors.

21. Maintain minutes or other records of meetings and activities of the Independent Directors.

Annual Performance Evaluation

22. Perform a review and evaluation, at least annually, of their performance, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess periodically the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or appropriate. The Committee will conduct such evaluations and reviews in such manner as it deem appropriate.

Access and Resources

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to (a) retain, (b) set the terms of retention, including compensation, and (c) terminate outside counsel to represent the Committee and other advisers, experts and consultants to advise the Committee. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Disclosure of Charter

This Charter will be made available as required by applicable laws and regulations and the Listed Company Rules.