

**JOHN MARSHALL BANCORP, INC.
CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER**

Approved: September 17, 2024

STATEMENT OF POLICY

The Corporate Governance and Nominating Committee (the “Committee”) shall provide assistance to the board of directors (the “Board”) in fulfilling the Board’s responsibilities relating to overseeing the Company’s corporate governance, including with respect to identifying, evaluating and recommending persons to be appointed or stand for election to the Board, taking a leadership role in shaping the Company’s corporate governance practices; and fulfilling other responsibilities set forth in this Charter.

ORGANIZATION

The members of the Committee shall be appointed by the Board and may be removed by the Board. The chairman shall be chosen annually at the Board’s annual organizational meeting. The Committee shall meet at least annually on the call of its chairman. A majority of the members of the Committee shall be a quorum to transact business.

The Committee shall maintain written minutes of the Committee’s meetings, which minutes shall be filed with the minutes of the meetings of the Board. The minutes will include a record of any actions taken by the committee. The chair shall report the Committee’s actions, recommendations or findings to the board at the next regular or special board meeting following a Committee meeting.

QUALIFICATIONS

The Committee shall be composed of three (3) or more directors. Each member of the Committee shall be independent in accordance with the rules of The Nasdaq Stock Market.

POWERS, DUTIES AND RESPONSIBILITIES

In discharging its responsibilities for overseeing the Company’s corporate governance, the Committee shall:

- Identify, evaluate and recommend to the Board the persons to be appointed or stand for election to the Board. Determine the qualifications, qualities, skills, expertise and other criteria required for selection of board members, the chairman of the board, board committee members and committee chairs.
 - The Committee shall ensure directors meet the following minimum qualifications for Board membership: honesty; integrity; good judgment; positive reputation in and demonstrated commitment to the community; willingness to devote the necessary time to serve; willingness to invest in the Company; and willingness and ability to engage in meaningful and constructive discussion regarding Company issues.

- The Committee shall also consider the following qualities, skills, expertise and other criteria: personality and thinking style; location of residence; potential conflicts of interest and independence; understanding of financial statements and issues; membership or influence in a particular geographic or business target market, or other relevant business experience; record, if any, of past service as a director of the Company, including overall engagement and contributions to community and business development initiatives; overall diversity (gender, race, ethnicity, age, background and other attributes) of the Board, encouraging fresh perspectives, and taking into consideration the rules and guidance of The Nasdaq Stock Market, the Securities and Exchange Commission, and bank regulatory agencies; and other factors it deems appropriate.
- Consider director candidates nominated by shareholders, other directors, officers, employees or other sources. Candidates recommended by shareholders should be evaluated based on the same criteria as other candidates. In general, the Committee will consider such nominees only during such times as the Company is actively considering obtaining new directors, but the Committee shall have discretion to consider and evaluate any candidate at any time.
- Review the director independence standards of the Board and, if applicable, develop and recommend to the Board for approval independence standards in addition to those required by The Nasdaq Stock Market for determining whether a director has a relationship with the Company that would impair the director's independence.
- Review the operations and effectiveness of the Board, including, but not limited to, the size of the Board and the collective Board performance, and the performance of each committee of the Board, including the Committee, at least once a year.
- Evaluate from time to time the Board and its committees, including the composition, organization, and size of the Board and its committees, the contributions and effectiveness of Board and committee members and the tenure, periodic rotation and retirement of directors and committee members consistent with governance best practices.
- Recommend to the Board of any subsidiary of the Company nominees for directors.
- Make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including this Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including this Committee.
- Develop and review periodically the corporate governance guidelines recommended by the Committee and adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of any applicable laws, regulations or rules, and to recommend any desirable changes to the Board.
- Provide for orientation of new directors and continuing education and development

opportunities for incumbent directors.

- Review, at least annually, the Company's Code of Business Conduct and Ethics and if appropriate, make recommendations for Board approval with respect to modifications or enhancements thereto, and consider requested waivers thereof, if any, for directors and executive officers, and recommend any such waivers deemed appropriate to the Board for its approval.
- Review any proposed amendments to the Company's Articles of Incorporation and By-Laws and recommend appropriate action to the Board.
- Review and reassess the adequacy of this Charter, at least annually, and recommend any proposed changes to the Board for its approval. Ensure the publication of this Charter in accordance with the regulations of the Securities and Exchange Commission.
- Review proposals submitted by stockholders for business to be conducted at annual meeting.
- Assist management in the preparation of public disclosure of the Company's corporate governance practices, including information regarding director independence, the director nominations process, and the operations of the Committee and other Board committees, in the Company's annual proxy statement and any documents filed with the Securities and Exchange Commission.
- Review the succession planning for the Company's Chief Executive Officer periodically.
- Review the succession planning for the Chairman of the Board, Board members, Board committee members and committee chairs periodically.
- Consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
- Review this charter at least annually and recommend any proposed changes for consideration by the Board.