

**FB BANCORP, INC.  
FIDELITY BANK**

**NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER**

**I. Joint Nominating/Corporate Governance Committee**

The Board of Directors of FB Bancorp, Inc. (the “Company”) and of Fidelity Bank (the “Bank”) have established a Joint Nominating/Corporate Governance Committee (the “Committee”). The Committee has adopted this Nominating/Corporate Governance Committee Charter to govern the operation of the Committee. References herein to the “Company” include FB Bancorp, Inc. and, where applicable, Fidelity Bank, and references herein to the “Board” shall include the Company’s Board of Directors and the Bank’s Board of Directors.

**II. Purpose**

The primary objectives of the Committee are to assist the Board by: (1) identifying individuals qualified to become Board members and recommending a group of director nominees for election at each annual meeting of the Company’s stockholders; (2) ensuring that the Audit Committee, Compensation Committee, and Nominating/Corporate Governance Committee of the Board have the benefit of qualified and experienced “independent” directors; and (3) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company.

**III. Organization**

The Committee shall consist of two or more directors, each of whom shall satisfy the definition of independent director as defined in any qualitative listing requirements for Nasdaq Stock Market issuers and any applicable Securities and Exchange Commission rules and regulations. The members of the Committee and the Chairperson of the Committee will be elected by the Board on an annual basis. The Committee may form and delegate authority to subcommittees, when appropriate.

**IV. Structure and Meetings**

The Chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Committee shall keep written minutes of all meetings. A majority of the membership of the Committee shall constitute a quorum, and all actions of the Committee shall require the affirmative vote of a majority of the membership of the Committee.

## **V. Goals and Responsibilities**

To fulfill its responsibilities and duties the Committee shall:

1. Develop and recommend to the Board Corporate Governance Principles applicable to the Company, and review and reassess the adequacy of such principles annually and recommend to the Board any changes deemed appropriate.
2. Develop policies on the size and composition of the Board.
3. Review possible candidates for Board membership and the re-election of existing directors, consistent with the Board's criteria for director nominees, and, in connection therewith, annually recommend a slate of nominees for the Boards of Directors of the Company, and recommend any directors to fill any vacancies that arise.
4. Advise the Board on corporate governance matters.
5. Advise the Board on (i) committee member qualifications, (ii) committee member appointments (including the chairperson of each committee) and removals, (iii) committee structure and operations (including any authority to delegate to subcommittees), and (iv) committee reporting to the Board.
6. Evaluate the removal of any director as necessary, using criteria required by the Company's governing documents, applicable law and regulatory guidance.
7. Maintain an orientation program for new directors and a continuing education program for all directors.
8. Review and reassess annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

The Committee shall perform any other activities consistent with this Charter, the Company's charter and bylaws and governing law and regulations, as the Committee or the Board deems appropriate.

## **VI. Performance Evaluation and Disclosure Obligations**

The Committee shall conduct an annual performance evaluation of the Board. The evaluation shall be of the Board's contribution as a whole and specifically review areas in which the Board and/or management believes a better contribution could be made.

The Company shall post this Charter on its website.

## **VII. Committee Resources**

The Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting or other advisors. The Company shall provide appropriate funding to the Committee, as determined by the Committee, to compensate any such advisors.

Adopted: September 25, 2024