



GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Approved by:

Bankwell Financial Group, Inc. Governance and Nominating
Committee

Bankwell Financial Group, Inc. Board of Directors

Date:

July 24, 2024

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GOVERNANCE AND NOMINATING COMMITTEE CHARTER

For the purposes of this Charter, the term "Bank" shall include Bankwell Bank and Bankwell Financial Group, Inc., its parent holding company, as appropriate. The Governance and Nominating Committee of the Board of Directors of Bankwell Financial Group, Inc. (the "Governance Committee") shall operate within the terms of reference set out in this Charter.

MANDATE

The Governance Committee assists the Board in its oversight of corporate governance policies and practices, Board composition and director nomination and related matters. The Committee's mandate includes the following:

- i. to oversee the composition of the Board of Directors and its committees, including developing a nominating process for the Board, developing criteria for Board membership, recruitment of qualified candidates for the Board, reviewing and making recommendations to the full Board concerning Director succession planning, review of Board size, committee structure and assignments of Board members to serve on and to chair Board committees;
- ii. to oversee the Bank's corporate governance policies and practices including, as appropriate, the development and recommendation to the Board of a set of corporate governance principles applicable to the Bank, a Board, committee and director assessment process, programs for orientation and continuing education programs for members of the Board of Directors and other related matters consistent with corporate governance best practices, and compliance with Nasdaq corporate governance rules if necessary; and
- iii. to develop a comprehensive list and schedule of Board duties and responsibilities for review and approval by the Board in conjunction with the development of Corporate Governance Guidelines and, consistent with the Board's commitment to best practices and continuous improvement, to regularly review the scope and conduct of Board meetings and the scope and content of information supplied to the Board, and to make recommendations to the Board with respect to any enhancements therein.

Specific responsibilities of the Governance Committee in fulfilling its mandate are outlined below.

ORGANIZATION

Committee Members

The Governance Committee shall consist of a minimum of three directors, each of whom is "independent" in accordance with Nasdaq rules. Committee members and the Committee's Chair shall be appointed by the full Board on an annual basis.

All members of the Governance Committee will become familiar with corporate governance issues and best practices. Each Committee member will diligently attempt to increase his or her

knowledge of corporate governance issues and any relevant laws and regulations pertaining thereto on an ongoing basis.

COMMITTEE MEETINGS

The Chair of the Governance Committee shall be responsible for calling meetings of the Committee, developing meeting agenda, providing pre-reading materials to Committee members relative to agenda items and chairing the Committee meetings.

The Governance Committee shall meet at the call of the Chair and such meetings may be in person or by conference call. The Committee shall meet at least twice a year. At least a majority of the members of the Governance Committee must be in attendance for a quorum. The Committee shall maintain a written record of its proceedings. The Governance Committee may also act by unanimous written consent. The Chief Executive Officer shall generally attend meetings of the Governance Committee, provided that the Committee may at any time meet in executive session without the CEO. The Committee Chair will debrief on a timely basis with the CEO following any sessions at which the CEO is not present.

The Governance Committee shall report to the Board after each Committee meeting and shall make every effort to facilitate regular communication between and among the Committee, all other Board members and the CEO on issues relative to director recruitment and corporate governance.

RESPONSIBILITIES

Director Nominations

The Governance Committee shall be responsible to identify, recruit, and recommend new candidates for the Board of Directors of the Bank. The Governance Committee also shall be responsible for evaluating any candidates for the Board of the Bank recommended by shareholders and shall use the shareholder nominating process outlined in the Bank's Corporate Governance Guidelines for this purpose. Governance Committee recommendations of new and/or re-nominated Board candidates shall be submitted to a vote of the independent directors of the Board of the Bank. Candidates approved by a majority of the independent directors will be presented to shareholders for election at the Annual Meeting.

The Governance Committee may also make recommendations to fill the unexpired terms of any Board vacancies that arise between Annual Meetings. These recommendations also will be voted upon by the independent directors of the Board and, if approved there, will be implemented pending and put to a vote of the Bank's shareholders at the Annual Meeting at which the class of directors to which they have been appointed are to be elected.

Nominating Process

The Governance Committee shall develop formal nominating and re-nominating procedures to be used by the Bank for identifying, recruiting, evaluating and recommending new director nominees and the re-nomination of current directors. These procedures are described in the Bank's Corporate Governance Guidelines. The Committee shall periodically review and refine these procedures, as appropriate.

Director Criteria

The Governance Committee shall develop criteria for directors to be used in the recruitment process and in reviewing any director candidates submitted by shareholders. The Committee shall also develop policies with respect to Board member qualifications, including policies with respect to director independence, terms, and tenure. Director qualifications shall be set forth in the Bank's Corporate Governance Guidelines. The Governance Committee also shall develop a skills inventory of Board members, identifying specific skills and experience, which can be used both to identify any potential "gaps" to be filled through director recruitment and when considering Board committee assignments.

Board and Committee Independence

The Governance Committee shall review Board composition annually to ensure that the Board of Directors is comprised of a majority of independent directors, in accordance with the rules of the Nasdaq, and that the Audit, Compensation, and Governance Committees are comprised entirely of independent directors as required under Nasdaq and SEC rules.

Committee Structure

The Governance Committee shall be responsible to review and make recommendations to the Board for any changes to the Bank's committee structure or to the charters or to the membership on any Board committees. The Committee (through its Chair or otherwise) shall consult with the Chairs of the relevant Board committees prior to making such recommendations.

Committee Appointments

The Governance Committee shall consider appropriate qualifications for membership on the Board's various committees, and shall annually review and make recommendations to the Board with respect to the appointment and/or removal of Board members to and from the various Board committees, including the Chairmanship of such committees. In making these recommendations, the Governance Committee shall take into account any legal or regulatory requirements for committee service, to ensure that such requirements are met and shall attempt to balance committee assignments, rotating committee members and chairs, as appropriate, while also providing for continuity. The Governance Committee through its Chair shall also consult with the CEO and the Chairs of the Board Committees with respect to committee assignments.

Subsidiary Boards

The Governance Committee shall review and approve the appointments of and consider recommendations made by management for directorships on the Boards of all subsidiaries of the Bank.

Orientation and Director Education

The Governance Committee shall develop, implement, review and update as appropriate an orientation program for new Board members. The Committee will make recommendations to the Board from time to time regarding relevant continuing education opportunities, and may facilitate in-house programs for the Board as well.

Assessment of Board and Management Performance

The Governance Committee is responsible for developing and leading an annual Board assessment process for the Board of Directors of the Bank. The Governance Committee will review Board size, structure, meeting frequency, composition, operations, and performance as part of the annual Board assessment and shall make recommendations to the full Board on these matters.

The Governance Committee also is responsible to conduct an annual review of its own performance and to work with the Chairs of the other Board committees to coordinate the annual review of the performance of each Board committee. The Board has assigned responsibilities for the evaluation of the performance of the CEO and oversight of the CEO's evaluation of the performance of the Bank's executive officers to the Compensation Committee, as described in the Compensation Committee Charter.

Incumbent Director Review

The Governance Committee shall develop a process for the review of incumbent Board members prior to their re-nomination. Directors may stand for re-election on the expiration of their terms if recommended by the Governance Committee and approved by a majority of the independent directors of the Board.

Governance Policies and Practices

The Governance Committee is responsible for oversight of the Bank's corporate governance policies and practices. The Governance Committee shall keep abreast of best practices, regulatory changes, governance ratings, and other developments in the area of corporate governance and shall update the Board, as appropriate, on these issues.

The Governance Committee shall develop Corporate Governance Guidelines for the Bank, including the qualifications and responsibilities of directors. The Governance Committee shall review the Guidelines regularly and update them, as appropriate, with Board approval.

The Governance Committee also shall periodically review and update as necessary the Bank's Code of Conduct, policies contained therein, compliance mechanisms, and the disclosure of any waivers of Code provisions to executive officers and directors, which can only be granted by the independent directors.

Shareholder Communications

The Governance Committee shall establish a process for receiving and reviewing communications from any shareholders wishing to communicate directly with the independent members of the Board. Upon such review, the Committee will determine an appropriate response or course of action to address the shareholder communication which may include discussing the matter raised with the Board as a whole, with the independent or non-management directors in executive session, with the CEO and/or with other members of the senior management team, as appropriate.

The Governance Committee also shall establish procedures for the submission of shareholder recommendations for director nominations, and receive and review any such shareholder

recommendations using the nominating process described in the Bank's Corporate Governance Guidelines. The Bank's Annual Proxy Statement will indicate the deadline by which such shareholder recommendations must be received by the Governance Committee for consideration.

OTHER MATTERS

Consultants

If and when needed, the Governance Committee shall have the sole authority to retain and terminate any Consultants including, without limitation, counsel to be used for any Committee purpose. The Governance Committee shall have sole authority to approve the Consultant's fees and other terms of the Consultant's retention. The Committee shall report any such appointments to the Board of Directors and disclose the payment arrangements regarding same with the CEO on a timely basis.

Charter Modifications/Updating

The Governance Committee shall review this Charter at least annually and may recommend to the Board from time to time any proposed changes to this Charter and to documents related to the responsibilities of the Governance Committee.