

# TC BANCSHARES, INC.

## NOMINATING AND GOVERNANCE COMMITTEE

### CHARTER

#### I. Purpose

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of TC Bancshares, Inc. (the “Company”) to assist the Board by (a) identifying qualified individuals to become Board members, (b) recommending to the Board the director nominees for each annual meeting of shareholders and director nominees to be elected by the Board to fill interim vacancies, as applicable, (c) developing and recommending to the Board corporate governance guidelines and practices, and (d) any related matters required by applicable federal securities laws. The Committee is authorized to review, evaluate and recommend candidates for membership on the Board and recommend individuals for nomination to the Board. The Committee is authorized to review and propose changes to the Code of Ethics of the Company.

#### II. Committee Membership

The Committee shall be comprised at all times of three or more members of the Board each of whom shall satisfy the applicable standards for independence pursuant to rules of The Nasdaq Stock Market LLC, or such other independence standard as established by the Board.

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Unless a Chair is appointed by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership.

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board of Directors. Any Committee member may resign effective upon giving written notice to the Chairman of the Board, the Corporate Secretary or the Board of Directors. The Board shall appoint a successor to take office when a resignation becomes effective.

#### III. Meetings

The Committee shall meet at least annually, and may hold additional meetings as needed or appropriate. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information. A majority of the entire Committee membership shall constitute a quorum, and all actions taken by the Committee shall require the affirmative vote of a majority of the membership of the Committee.

The Committee shall create written minutes of its meetings. Following approval by the Committee, the minutes shall be reported to the Board of Directors and shall be maintained with the books and records of the Committee.

The members of the Committee may participate in meetings of the Committee using communications equipment by which all persons participating in the meeting can hear each other.

#### IV. Authority and Responsibilities

The specific authority and responsibilities of the Committee shall include, but are not limited to, the following:

1. To lead the process of identifying individuals qualified to become members of the Board of Directors and to select director nominees to be presented for stockholder approval at the annual meeting of stockholders. The Committee shall select individuals as director nominees who have the highest personal and professional integrity, who have demonstrated

exceptional ability and judgment and who are effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholders. In addition, the Committee shall adopt procedures for the submission of recommendations by stockholders as it deems appropriate. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds, qualifications, business acumen and experience of possible candidates.

2. To make recommendations to the Board regarding the size and composition of the Board and develop and recommend to the Board criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, diversity and stock ownership) for the selection of individuals to be considered for election or re-election to the Board.
3. To review the Board of Directors' committee structure and to recommend to the Board for its approval directors to serve as members of each committee.
4. To develop and recommend corporate governance guidelines to the Board for its approval. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary. The Committee shall also review, on at least an annual basis, the Code of Ethics of the Company, and recommend changes when necessary.
5. To make recommendations to the Board with respect to amendments to the Company's Articles of Incorporation and Bylaws.
6. To oversee orientation of new directors and the continuing education of current directors.
7. To develop and oversee an annual self-evaluation process for the Board and its committees.
8. To review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.
9. To review and assess shareholders' feedback related to the Company's governance practices and periodically reviewing and assessing the Company's stockholder engagement process.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have authority to approve related fees.

The Committee shall report its actions and recommendations to the Board after each Committee meeting.

Adopted as of June 16, 2021