

Stockholder Recommendation of Director Nominees Policy

The Governance, Nominating and Sustainability Committee (the "Committee") of the Board of Directors (the "Board") of Pathward Financial, Inc. (the "Company") recognizes that qualified candidates for nomination for director can come from many different sources, including from the Company's stockholders. The Committee will therefore consider any nominee recommended by a stockholder of the Company in accordance with the below.

This policy relates solely to recommendations to the Committee and not any rights of stockholders to nominate directors pursuant to the Company's Bylaws.

To propose a nominee, a stockholder must provide the following information no later than the date that is 120 days prior to the anniversary date of the mailing of the Company's proxy statement for its annual meeting of stockholders for the preceding fiscal year (but in no event earlier than 150 days prior to such anniversary date):

1. The stockholder's name and, if different, the name of the holder of record of the shares.
2. The stockholder's address and telephone number.
3. The full name of the proposed nominee.
4. The address and phone number of the proposed nominee.
5. The number of Company shares that are owned beneficially and of record by the stockholder and proposed nominee.
6. A statement as to whether the proposed nominee qualifies as "independent" under applicable stock exchange listing standards and Securities and Exchange Commission ("SEC") rules, including a description of any relationships or circumstances that could impact such determination.
7. A description of the proposed nominee's qualifications as a director.
8. Complete biographical information for the proposed nominee, including business experience for at least the previous five years.
9. A description of any legal proceedings, regulatory actions, or disciplinary matters involving the proposed nominee within the prior ten year that would be required to be disclosed under Item 401(f) of Regulation S-K.
10. A statement from the stockholder describing any business or other relationship with the proposed nominee.
11. A statement from the stockholder describing why the stockholder believes the proposed nominee would be a valuable addition to the Company's Board.
12. A description of any agreements, arrangements or understandings, direct or indirect, between the stockholder, the proposed nominee and any other person or entity regarding the nomination or the proposed nominee's service as a director.

Any submission must be accompanied by the written consent of the proposed candidate to be named as a nominee and to serve as a director if elected.

Each proposed nominee shall also provide a representation that they satisfy applicable eligibility requirements under stock exchange listing standards and SEC rules and are willing and able to comply with the Company's corporate governance guidelines and other policies applicable to directors.

The proposed nominee must also complete and return a director and officer questionnaire in the form provided by the Company, which shall include disclosure of all directorships, committee memberships, and material business relationships.

Upon the timely receipt of the required information, the Corporate Secretary will request a completed statement regarding conflicts of interest and a waiver of liability for background check from the proposed nominee. The Committee shall also conduct, or cause to be conducted, a background investigation of the proposed nominee, which may include verification of educational and professional credentials, review of public records, and assessment of regulatory fitness. To assist in the Committee's evaluation of the proposed nominee, the Corporate Secretary may also request such additional information the Committee deems reasonably necessary to complete its evaluation.

The recommending stockholder and the proposed nominee must promptly update and supplement any information provided as necessary to ensure that such information remains accurate and complete.

The Committee evaluates recommended candidates in light of the Board's current composition, the needs of the Board, and the qualifications, skills and experience the Committee determines are appropriate. The Committee shall apply the same criteria and evaluation standards to stockholder-recommended nominees as it applies to all other candidates.

The Committee will notify the recommending stockholder in writing of its decision regarding the proposed nominee within a reasonable time following completion of its evaluation, which notification shall state whether the nominee will be included in the Company's slate of director nominees or will not be recommended.

The stockholder should submit the required information to:

Governance, Nominating and Sustainability Committee
of the Board of Directors
c/o Pathward Financial, Inc.
5501 S. Broadband Lane
Sioux Falls, SD 57108

If any information is missing or not received on a timely basis, the proposed nominee may not be considered. Any candidate recommended by a stockholder will be reviewed and considered in the same manner as all other director candidates considered by the Committee.