



Governance and Nomination Committee Charter

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Board Approval	Approved by Board Subcommittee on 6/18/2024	Department	Governance and Nomination Committee
	Approved by the Board of Directors on 7/25/2024		

1.0 Purpose

The Governance and Nomination Committee (the “Committee”) shall be appointed by the Board of Directors (the “Board”) of Citizens Community Bancorp, Inc. (the “Corporation”) for the purpose of (i) identifying individuals qualified to serve as members and the Chair of the Board and its committees consistent with criteria recommended by the Committee and approved by the Board; (ii) recommending to the Board the director nominees for election or appointment to the Board of Directors; (iii) recommending guidelines and criteria to the Board to determine the qualifications of potential directors; (iv) making recommendations to the Board concerning the size and composition of the Board; (v) developing and recommending to the Board a set of corporate governance principles applicable to the Corporation; (vi) assisting the Board in assessing director performance and the effectiveness of the Board; (vii) continuing education; and (viii) providing oversight of and advising the Board on environmental, social and governance matters.

2.0 Composition

The Committee shall be comprised of at least three members of the Board, each of whom shall be an “independent director” within the meaning of the rules of the Nasdaq Stock Market (the “Nasdaq”) and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment.

The members shall be nominated by the Committee and appointed by the Board annually to one-year terms at the annual meeting of the Board following the annual meeting of the stockholders. No member of the Board may be appointed to the Committee for a year in which such member’s then current term on the Board will expire. The Committee shall recommend, and the Board shall designate, one member of the Committee as chairperson of the Committee (the “Chair”). The members shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed and qualified.

3.0 Authorities and Responsibilities

The Committee will cause to be kept adequate minutes of all its proceedings. The Chair shall report to the Board following each meeting of the Committee on the principal matters reviewed by the Committee and its recommendations as to actions to be taken by the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference, telephone, or similar communications equipment), action without meetings, notice and quorum and voting requirements as are applicable to the Board. The Committee is authorized

and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter; (b) any provision of the Bylaws of the Corporation; or (c) the laws of its jurisdiction of incorporation.

The Committee may request that any directors, officers or employees of the Corporation, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee shall have the following authority and responsibilities.

With respect to director nominations and committee membership:

- 3.1 Recommend to the Board the appropriate size and composition of the Board and assist in identifying, interviewing and recruiting candidates for the Board.
- 3.2 Advise the Board on matters of diversity including race, gender and culture and recommend, as necessary, measures contributing to a Board that, as a whole, reflects a range of viewpoints, backgrounds, skills, experience and expertise.
- 3.3 Maintain, periodically review and update (subject to Board approval) a set of criteria for Board membership that includes, among other things: business experience, education, integrity and reputation, independence, conflicts of interest, diversity, age, number of other directorships and commitments (including charitable obligations), tenure on the Board, attendance at Board and committee meetings, stock ownership, specialized knowledge (such as an understanding of banking, accounting, marketing, finance, regulation and public policy) and a commitment to the Corporation's communities and shared values, as well as overall experience in the context of the needs of the Board as a whole.
- 3.4 Recommend candidates (including incumbents) for election and appointment to the Board, subject to the provisions set forth in the Corporation's Charter and Bylaws relating to the nomination or appointment of directors and consistent with the criteria for Board membership recommended by the Committee and approved by the Board. As part of this process, the Committee shall formally review each director's continuation on the Board every three years. As part of its formal review of directors, the Committee shall consider all factors which it deems appropriate, including director performance, any other directorships held by the director, whether the director undertook continuing director education and any other criteria approved by the Board.
- 3.5 Develop recruitment protocols that seek to recruit candidates that meet its criteria and may retain a search firm to assist the Committee in meeting its objectives, including its diversity objective. Also, the Committee shall periodically review its director recruitment and selection protocols so that diversity remains a component of each director search.
- 3.6 Review nominations submitted by stockholders, which have been addressed to the corporate secretary and which comply with the requirements of the Charter and the Bylaws. Nominations from stockholders will be considered and evaluated using the same criteria as all other nominations.
- 3.7 Annually recommend to the Board committees and committee structure, committee members and committee chairs on all committees of the Board; recommend committee members to fill vacancies on committees, as necessary.
- 3.8 Review and assess the independence of directors and committee members.
- 3.9 Recommend performance criteria and annual evaluation for the Board and its committees, and oversee the review of the procedures, the effectiveness and the performance of management, the Board, Board committees and individual directors.
- 3.10 Review the appropriateness of each Board member's continued service, and regularly conduct succession planning for the Board.
- 3.11 Develop and oversee the Corporation's orientation program for new directors and continuing education programs for current directors, and periodically review these programs and update them as necessary.

With respect to disclosure matters:

- 3.12 Review and discuss as appropriate with management the Corporation's disclosures relating to director independence, governance and director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such disclosures be disclosed in the Corporation's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.

With respect to governance matters:

- 3.13 To develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation, to review these principles at least once a year and to recommend any changes to the Board.
- 3.14 Develop, oversee, and annually review and assess the corporate governance practices and policies of the Corporation, including identifying best practices, and recommend to the Board any changes the Committee deems appropriate.
- 3.15 Provide oversight of and advise the Board on environmental, social and governance matters that are of strategic significance to the Corporation, and maintain an informed status on such matters through discussion and receipt of reports from management.
- 3.16 Review all proposals submitted by shareholders for inclusion in the Corporation's proxy statement for its annual meeting of shareholders and results of shareholder advisory votes, and recommend to the Board how to respond to such proposals and advisory votes.

With respect to director compensation:

- 3.17 Periodically review and recommend changes to the amount and components of compensation paid to directors (including retainer fees, long-term incentive plans, benefits and perquisites).

With respect to executive officer matters:

- 3.18 Develop and recommend to the Board for approval a Chief Executive Officer and executive officer succession plan, both for an unexpected situation and in the ordinary course of business (the "Succession Plan"), and, as the Committee deems appropriate, review the Succession Plan from time to time with the Chief Executive Officer and any other executive officers and recommend to the Board for approval any changes to the Succession Plan.
- 3.19 Facilitate the annual evaluation of the Chief Executive Officer and coordinate such evaluation with the Board.

With respect to the Committee's other authorities and responsibilities:

- 3.20 Oversee and review the Company's processes for providing information to the Board, including the reporting channels through which the Board receives information and the quality and timeliness of the information received.
- 3.21 Annually review and assess the adequacy of this Committee Charter and recommend changes to the Board. In addition, the Committee shall review its own performance on an annual basis.
- 3.22 Perform any other duties or responsibilities expressly delegated to the Committee by the Board.

4.0 Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

5.0 Investigations and Studies; Outside Advisors

The Committee may conduct or authorize studies of or investigations into matters within the Committee's scope of responsibilities and may retain at the Corporation's expense, such counsel or other advisers as it deems necessary (which may, if the Committee deems it appropriate, be the Corporation's regular counsel or advisors). The Committee shall have the authority to retain or terminate one or more search firms to assist the Committee in carrying out its responsibilities, including authority to approve the firm's fees and retention terms, which fees shall be borne by the Corporation.

6.0 Meetings

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities provided the Committee shall meet at least three times a year.

7.0 Minutes

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.