



## **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

### **Purpose and Responsibilities**

The purpose of the Nominating and Governance Committee (the "Committee") is to carry out the responsibilities delegated to it by the Board of Directors (the "Board") of Nicolet Bankshares, Inc. and its wholly owned subsidiaries ("Nicolet") relating to Nicolet's director nominations process and procedures, developing and maintaining Nicolet's corporate governance policies, and any related matters required by the federal securities laws.

In particular, the Committee's primary responsibilities are:

- a. To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria that the Committee will consider in selecting nominees for director (collectively, the "Director Qualifications").
- b. To ensure that all new and continuing directors meet established Director Qualifications.
- c. To anticipate additions to the Board that may be beneficial due to merger/acquisition activity.
- d. To identify, recruit, and screen individuals qualified to become members of the Board, consistent with the Director Qualifications. The Committee shall maintain an ongoing database of potential candidates and consider any director candidates recommended by Nicolet's shareholders pursuant to the procedures described in Nicolet's proxy statement or in accordance with applicable laws.
- e. To make recommendations to the Board regarding the selection and approval of nominees that Nicolet will submit to a shareholder vote at the annual meeting of shareholders and review annual meeting resolutions relating to director nominations.
- f. To develop and recommend to the Board a set of corporate governance guidelines applicable to Nicolet, review these principles at least once a year, and recommend any changes to the Board.
- g. To oversee Nicolet's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any

changes to the documents, policies, and procedures in Nicolet's corporate governance framework, including its articles of incorporation and by-laws.

- h. To develop, subject to approval by the Board, a process for an annual evaluation of the Board, its committees, and its chairperson, and oversee the conduct of this annual evaluation.
- i. To review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson(s) annually.
- j. If a vacancy on the Board or any committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board.
- k. To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them, as necessary.
- l. To review and discuss with management the disclosure of Nicolet's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that Nicolet's proxy statement or annual report on Form 10-K, as applicable, include the appropriate disclosures related thereto.
- m. To review Nicolet's succession plan periodically with the CEO, develop and evaluate potential candidates for CEO, and recommend to the Board any changes to and any candidates for succession under the succession plan.
- n. To review any resignation letter tendered by a director and evaluate and recommend whether the Board should accept such resignation.
- o. To ensure that at least a majority of board members meet the independence criteria established by the NYSE.
- p. Other activities consistent with this Charter, by-laws, and governing law, as the Committee deems necessary or appropriate

### **Structure and Operations**

The Board shall appoint the members of the Committee based on recommendations from the Committee. The Committee shall consist of at least three members, each of whom shall be independent directors in accordance with the rules of the NYSE. The Board shall designate a member of the Committee as the chairperson. The Board may remove any member from the Committee at any time with or without cause.

The Committee shall meet at least two times each calendar year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall also meet in executive session without the presence of management when the Committee determines, at the Committee's sole discretion, that an executive session would be beneficial in conducting its obligations.

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The same rules regarding conduct of meetings (i.e., meetings in person or by telephone, action without meetings, notice, waiver of notice, and quorum and voting requirements) that are applicable to the Board also govern meetings of the Committee.

#### **No Delegation of Authority**

The Committee shall not have the authority to delegate any of its responsibilities.

#### **Outside Advisors**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of the director search firm, outside counsel, the executive search firm, and any other advisors. The Committee shall receive appropriate funding from Nicolet, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

The director search firm, outside counsel, executive search firm and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

The Committee shall evaluate whether any compensation consultant it retains has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. Nicolet shall not use any compensation consultant retained by the Committee herein to otherwise assist Nicolet with any other compensation or other human resource matters.

#### **Annual Performance Evaluation**

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Effective February 2024