

EWSB BANCORP, INC.
EAST WISCONSIN SAVINGS BANK
JOINT GOVERNANCE AND NOMINATING COMMITTEE
CHARTER

Approved by Board: December 19, 2024

I. Purpose

The purpose of the Governance and Nominating Committee (the “Committee”) shall be to assist the Boards of Directors of EWSB Bancorp, Inc. (the “Company”) and East Wisconsin Savings Bank (the “Bank”) (collectively, the “Boards”) in identifying qualified individuals to become members of the Boards, in determining the size and composition of the Boards and their committees, in monitoring a process to assess the effectiveness of the Boards and in developing and implementing the Company’s corporate governance, policies, procedures and guidelines.

II. Committee Membership

The Committee shall consist of three or more members of the Board of Directors of the Company (the “Board”), each of whom shall satisfy the applicable Nasdaq Stock Market Rules for independence and any other applicable laws, rules and regulations regarding independence as are in effect from time to time; *provided, that*, one director who does not satisfy such rules or regulations regarding independence shall be permitted to serve on the Committee, subject to any limitations set forth in the Nasdaq Stock Market Rules. 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.

III. Meetings

- A. The Committee shall meet as often as it determines necessary to carry out its responsibilities, but no less than one time each year. A meeting may be called by the Committee Chair or by majority of the members of the Committee. Notice of any meeting shall be given by the person or persons calling the meeting given to each other member of the Committee at least 24 hours prior to the meeting. Notice may be given in the same fashion as permitted for notice of Board meetings pursuant to the Company’s Bylaws and applicable law. A meeting shall be deemed properly called if each member of the Committee shall have received notice or, prior to the conclusion of the meeting, shall have signed a written waiver of notice.
- B. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information.
- C. The Committee shall establish its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall keep written minutes of all meetings.

- D. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. A majority vote of the Committee members present at a meeting, if a quorum is present, shall constitute an act of the Committee. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, which shall be filed with the minutes of the Committee.
- E. The Committee shall report its actions and recommendations to the Board after each Committee meeting.
- F. The Committee may hold separate sessions as a committee of the Company or the Bank if necessary to address issues relevant to one entity but not the other or to consider transactions between the two entities or other matters where the Company and the Bank may have different interests. The Committee may consult with internal or outside counsel if, in the opinion of the Committee, any matter under consideration by the Committee has the potential for any conflict between the interests of the Company and those of the Bank or the Company's other subsidiaries in order to ensure that appropriate procedures are established for addressing any such potential conflict.

IV. Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

A. Board Candidates and Nominees.

1. To lead the search for individuals qualified to become members of the Boards. The Committee should also consider the current composition of the Boards and their committees and the balance of independent and non-independent directors in order to ensure an appropriate range and mix of expertise, diversity and knowledge on the Boards. In addition, the Committee shall develop and recommend to the Board for approval procedures for the submission of recommendations of nominees by stockholders as it deems appropriate.
2. Evaluate candidates for nomination or re-nomination as a director, considering the candidates' experience, qualifications, attributes and skills in light of the business and structure of the Company consistent with criteria maintained by the Committee.
3. Recommend to the Boards director nominees for election by stockholders or for appointment by the Boards as the need arises.

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C. Board Composition and Committees.

1. Review and make recommendations to the Boards regarding the size and composition of the Boards and their standing committees, including the appointment, removal and rotation of members to, and Chairs of, such standing committees.
2. The Committee, another committee of the Boards or any member of the Boards may recommend to the Boards the establishment of new or special committees, including ad hoc committees, as may be desirable or necessary from time to time.

D. Board Procedures. Make recommendations to the Boards regarding the frequency and structure of meetings or any other aspect of the Boards' procedures as the Committee deems appropriate in order to continually improve the functioning and effectiveness of the Boards.

E. Corporate Governance.

1. Review and make recommendations to the Board regarding the corporate governance policies of the Company, including (a) developing and recommending to the Board the Company's Corporate Governance Guidelines and any amendments as modifications thereto, (b) recommending independence standards applicable to members of the Board, and (c) recommending revisions to the Company's and any of its subsidiaries' governance policies.
2. Develop and recommend a code of ethics for senior officers to the Board for its approval. The Committee shall review the code of ethics on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
3. Review and make recommendations to the Board regarding proposals to be voted upon by the Company's stockholders, other than proposals regarding compensation matters.
4. Oversee the annual evaluation of the Board and Board committees, as well as the periodic director self-evaluations and director peer evaluations.
5. Review and make recommendations to the Boards regarding their leadership structures.
6. Monitor, review and make recommendations to the Boards regarding other corporate governance issues and practices that arise from time to time.

V. Evaluation of the Committee and Charter

The Committee shall annually evaluate its performance and review this Charter and may recommend to the Board proposed revisions to this Charter.

VI. Access to Records; Investigations and Studies; Outside Advisers

- A. The Committee shall have full access to any relevant records of the Company and the Bank.
- B. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities.
- C. The Committee may retain, at the Company's expense, such independent counsel, consultants or advisers, including any third-party search firm to be used to identify director candidates, as it deems necessary or appropriate to carry out its responsibilities, and shall have sole authority to retain, terminate and approve the fees and other retention terms of such counsel, consultants and advisers.

VII. Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.