



## **Nominating and Corporate Governance Committee Charter**

### ***Purpose:***

The purpose of the Nominating and Corporate Governance Committee ("Committee") of Customers Bancorp, Inc. (the "Company") is to: (i) develop and recommend to the Board corporate governance policies and guidelines; (ii) assist the board in identifying and nominating director candidates for election to the Board and appointment to committee membership; (iii) assist the Board with corporate governance matters; and (iv) take such other actions as the Committee deems necessary and appropriate or as requested by the Board, consistent with this Charter.

### ***Composition:***

The Committee shall be composed of not less than four (4) members who shall be selected by the Board from its own members. The members must qualify as independent directors as defined by the rules of the NYSE. Every action approved by a majority of the members present at any meeting duly held at which a quorum is present is the act of the Committee.

### ***Responsibilities and Duties:***

The Committee shall:

1. Annually review and reassess the adequacy of this Charter and recommend proposed changes to the Board.
2. Publish the Charter as required by applicable laws, regulations and stock exchange listing standards.
3. Review and advise the Board with respect to policies or changes to the governance structure of the Company to enhance the Board's effectiveness, including the size and composition of the Board, the frequency and structure of Board meetings, the frequency, structure and guidelines for calling executive sessions of independent directors, procedures for Board meetings including distribution of meeting materials, and the formation of new Board committees.
4. Create and review at least annually, the corporate governance policies of the Company to ensure that they are appropriate for the Company and comply with applicable laws, regulations and stock exchange listing standards, and recommend changes to the Board as appropriate.
5. Review and assess the adequacy of the Company's Code of Conduct and recommend proposed changes to the Board, including the terms of the enforcement and waiver mechanisms for the Code of Conduct. Also review and assess the enforcement and waiver provisions of the Company's other policies.
6. Investigate and assess the backgrounds and skills required of Board members and those of potential candidates for Board membership, including reviewing and assessing candidates recommended by shareholders.
7. Recommend to the Board director nominees to be presented to the Shareholders for election or to the Board for appointment to fill vacancies, as applicable, considering the independence and other

qualifications of each candidate and seeking an appropriately diversified Board.

8. Assess the independence of directors, director nominees and director candidates under applicable laws, regulations and stock exchange listing standards, including heightened standards for committee membership, and recommend independence determinations to the Board.
9. Subject to the provisions of the bylaws, make recommendations to the Board for membership on the various Board committees (considering the qualifications for membership on each committee).
10. Recommend to the Board such changes to the Board's committee structure and committee functions as it deems advisable.
11. Subject to the provisions of the bylaws, recommend committee members for Chairs of such Board committees.
12. Review and recommend to the Board compensation to be paid to the non-management directors.
13. Review on at least an annual basis the Board's performance as a whole and each committee's performance as a whole, including a self-evaluation of the Committee.
14. Form and delegate authority to subcommittees when appropriate.
15. Retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, with such fees to be borne by the Company.
16. Report to the Board on the Committee's activities as the Committee deems appropriate or as the Board requests.
17. Perform any other activities consistent with this Charter, the Company's articles of incorporation and bylaws, applicable laws, regulations and stock exchange listing standards, as the Committee or the Board deems necessary or appropriate.
18. Support the Company's commitment to environmental, social and corporate governance matters by assisting Senior Management in setting the Company's general strategy with respect to governance matters, and to prioritize and drive, together with the ESG Committee, the execution of governance policies, projects and practices that conform with the Company's ESG strategy.

### ***Resources and Cooperation:***

The Committee has the authority to retain at the Company's expense such independent counsel and other advisors (including search firms to assist in identifying director candidates) and experts, as it deems necessary or appropriate to carry out its duties. In carrying out its duties, the Committee may act in reliance on management and team members of the Company, as well as outside advisors and experts, as it deems necessary or appropriate. Management and team members of the Company will cooperate with the Committee and the Committee shall have unrestricted access to individual members of management and team members and may ask them to attend any meeting of the Committee or to meet with any members of the Committee or provide other support to assist the Committee in carrying out its duties.

*Approved by Nominating and Corporate Governance Committee on March 22, 2023  
Ratified by Board on March 22, 2023*