

**SANDY SPRING BANCORP, INC.  
SANDY SPRING BANK**

**Nominating and Governance Committee Charter**

*Authority*

The board of directors of Sandy Spring Bancorp, Inc. and Sandy Spring Bank (collectively referred to as “the board” or “the company”) establishes this Nominating and Governance Committee (“the committee”) as a standing committee of the board to serve the board in maintaining a complement of directors suitable to the long-term needs of the company, establishing strong governance principles, and overseeing succession planning for the company’s CEO.

This charter is intended as a component of a flexible governance framework within which the board, assisted by its committees, directs the affairs of the company. It should be interpreted within the context of all applicable laws, regulations, listing requirements and the company’s articles of incorporation, corporate bylaws and Corporate Governance Policy. It is not intended to establish by its own force legally binding obligations.

*Purpose*

The committee shall assist the board in (1) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the board candidates for nomination for election at the annual meeting of shareholders or to fill board vacancies, (2) governance policy and processes, including ongoing development for directors, (3) regular board and director evaluations and (4) the evaluation and succession for the Chief Executive Officer (CEO).

*Committee Membership*

The committee shall consist of at least three (3) members of the board, each of whom the board has determined to be “independent” under the listing standards of the Nasdaq Stock Market and any other applicable laws, rules and regulations regarding independence as they are in effect from time to time. The board, on the recommendation of the committee, shall appoint the members of the committee and designate the chair, annually.

*Duties and Responsibilities*

- A. **Director Nomination Process:** The committee supports the board in identifying, qualified candidates to serve as board members and in regard thereto shall:
1. Review annually the composition of the board as a whole, including whether the board reflects the desired skills and the appropriate balance of director independence, sound judgment, business specialization, technical skills, diversity and other desired qualifications.

2. Recommend to the board for approval, the appropriate size of the board.
3. Recommend to the board for approval, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, the company's policies and processes for identifying and reviewing director candidates, including the qualifications and criteria for board nomination as a director, and the policies and processes relating to consideration of board nominees recommended by shareholders.
4. Identify, screen and review individuals qualified to serve as directors, consistent with qualifications or criteria developed by the committee and approved by the board (including evaluation of incumbent directors for potential re-nomination).
5. With the advice and consent of the chair of the board and the chief executive officer of the company, designate which candidates are to be interviewed and by whom.
6. Recommend to the board for approval the candidates for nomination for election or re-election by the shareholders at the next annual meeting of the shareholders; and candidates for any vacancies to be filled by the board (subject to any rights regarding the selection of directors by holders of preferred shares and any other contractual commitment of the company).
7. Annually review the relationship between directors, the company and members of management and recommend to the board whether each director qualifies as "independent" under the board's definition of "independence" and applicable listing rules.

**B. Governance Policy Issues and Processes.** The committee supports the board in its corporate governance responsibilities and in regard thereto shall:

1. Perform an annual review of the company's corporate governance guidelines and make recommendations to the board with regard thereto.
2. Review committee membership and chair appointments with the CEO including qualifications, independence, and committee composition and make recommendations with regard thereto to the board for approval and appointment.
3. Prepare and conduct the evaluation of the chair of the board.
4. Provide for orientation of new board members and continuing education and development opportunities for incumbent board members.
5. Administer the Code of Ethics and Business Conduct of the company on behalf of the board. Periodically review, recommend changes, consider exceptions and monitor compliance with the Code.

6. Oversee the company's policies and practices on significant issues of corporate social responsibility, including environmental, social, and corporate governance (ESG) and sustainability.
- C. Board and Director Evaluation Processes.** The committee supports the board in its goals of ensuring effective leadership among the board of directors, and in regard thereto shall conduct regular evaluations of the board as a whole, individual members, and committee effectiveness.
- D. CEO Evaluation and Executive Succession.** The committee supports the board in its management responsibilities by providing oversight of leadership effectiveness, development and evaluation and in regard thereto shall:
1. Develop, in conjunction and agreement with the CEO, the annual goals for the CEO.
  2. Ensure the board has a process in place to provide an objective and effective evaluation of the CEO based upon, among other things, the annual goals and whether the CEO is supplementing his or her own strengths with a strong and capable team.
  3. Review and report to the Compensation Committee the results of the CEO's annual performance appraisal including his achievements relative to the annual goals, in particular, and his or her general competencies and skills to lead the company.
  4. Ensure leadership succession of the company for the achievement of long term goals and short term contingency planning. Review organizational structure and the plans for succession in the ranks of executive officers and periodically report to the board on executive officer succession planning and development.
  5. Manage the process of CEO succession.

### ***Corporate Governance Responsibilities.***

The committee shall periodically review its own performance.

The committee shall review and assess the adequacy of this charter annually and recommend any proposed changes to the board for approval.

The committee shall assume such other duties and responsibilities as the board, from time to time, may delegate to the committee.

### ***Authorities and Management Support***

The committee may, in its discretion, request and review information and reports from management to the extent that it deems appropriate or necessary. The committee may conduct or authorize investigations into any matters within the scope of its responsibilities and may meet with any employees of the company or any third parties it deems necessary in connection with such investigations.

The committee has the power and authority in its sole discretion to retain or obtain the advice of consultants, legal counsel, or other advisors (together, “advisors”) as it determines necessary to carry out its duties and responsibilities under this charter. The committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the committee.

The company shall provide for appropriate funding, as determined by the committee, in its capacity as a committee of the board, for payment of (i) compensation to any advisors employed by the committee, and (ii) ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.

### ***Committee Meetings and Action***

A majority of the committee members will constitute a quorum for the transaction of business. The committee shall act only on the affirmative vote of at least a majority of its members present at any meeting. The committee may also act without a meeting by securing the unanimous written consent of its members. Meetings of the committee may be held by telephone or video conference.

The committee shall keep minutes of its meetings, which will include a record of any actions taken by the committee. The chair shall report the committee’s actions, recommendations or findings to the board at the next regular or special board meeting following a committee meeting.

The committee will meet at regularly scheduled times in accordance with the committee’s needs and the company’s master calendar prepared annually and distributed to the board. Additionally, the committee may meet at such times as may be requested by its chair.

The committee may meet in executive session without the presence of members of management as often as it deems appropriate.

The chair will set the agenda for committee meetings.

Except as expressly provided in this charter, the bylaws, or as required by law, regulation or listing standard, the committee may establish its own rules of procedure.

Approved: May 25, 2022