



Governance, Nominating and Sustainability Committee Charter

The Boards of Directors (the “Board”) of Pathward Financial, Inc. and Pathward, N.A. (together, the “Company”) have established this Charter to establish and direct activities of the Governance, Nominating and Sustainability Committee (the “Committee”) which shall be a committee of the Board. The Charter addresses the following: Authority and Purpose, Committee Membership, Appointments and Removal, Meetings and Rules of Order, Responsibilities, and Review Schedule.

1.0 Authority and Purpose

The purpose of the Committee is to assist the Board by considering and addressing matters relating to governance of the Board and the Company, to assist the Board in identifying qualified individuals to become Directors, to recommend to the Board Director nominees, to assist the Board by considering and addressing matters related to the Company’s efforts to promote an inclusive financial system and to perform other duties, responsibilities and activities as may be set forth in this Charter or directed by the Board.

To assist with fulfilling its purpose, the Board authorizes the Committee to:

- Take any actions necessary to carry out provisions of this Charter or as are expressly delegated to the Committee by the Board from time to time.
- Retain, if deemed necessary, a search firm to assist in identifying Director candidates, and retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion, including with respect to Environmental, Social and Governance (“ESG”) matters. The Committee shall have sole authority to approve related fees and retention terms. The Committee shall notify the Chair of the Board, or the Board of Directors, to the extent that it retains or terminates such outside counsel or advisors.
- Oversee the Company’s program regarding ESG (the “ESG Program”), including its policies, programs, and strategies regarding ESG matters significant to the Company and the public. This includes matters of environmental significance such as sustainability and compliance with environmental regulations; matters of corporate social responsibility such as human capital investment and management; the nature and performance of the Company’s community development and reinvestment activities; support of charitable organizations and partnerships with charities and community groups; and matters relating to ESG governance.



- Regarding the Company's ESG Program, monitor the Company's relationships with external stakeholders regarding significant ESG and public responsibility matters, as well as the Company's reputation with its stakeholders, and advise the Board and management on strategies impacting and enhancing the Company's role and reputation among its stakeholders.
- Delegate any of its responsibilities to a sub-committee(s) of its Members for the purpose of evaluating special or unique matters.

2.0 Committee Membership

The Committee shall consist of a minimum of three (3) Directors, and all Members must be independent Directors. Members of the Committee shall qualify as "independent" if they meet the independence or "non-employee Director" requirements of the Internal Revenue Service, Securities and Exchange Commission, The Nasdaq Stock Market LLC ("Nasdaq"), the Securities & Exchange Act of 1934, as amended, and any other government or regulatory body exercising authority over the Company, as interpreted by the Board in its business judgment.

3.0 Appointments and Removal

The Board shall conduct and oversee the following:

- Elect Members of the Committee annually, or more frequently at its discretion.
- Elect a Chair of the Committee. The Chair shall preside at each meeting. In the event the Chair is not available, the other Committee Members in attendance may appoint a temporary chair for such meeting by vote of a majority of the full Committee. Such temporary chair shall hold office only during that meeting and, upon the entrance of the Chair to that meeting, his/her temporary office shall be terminated.
- Accept a Member's resignation or remove a Member. A Member may resign by delivering his or her written resignation to the Committee Chair or may be removed by majority vote of the Board by delivery to such Member written notice of removal to take effect upon delivery thereof or a specified date. A resignation from the Board shall be deemed to be a resignation from the Committee.
- Fill any vacancies on the Committee.



4.0 Meetings and Rules of Order

The Committee may determine the procedural rules for meetings and conducting its business consistent with the Company By-Laws. Further, the Committee shall act in accordance therewith, except as otherwise provided in this Charter or required by law. Adequate provisions shall be made for notice to Members of all meetings.

Meeting Frequency	The Committee shall meet as frequently as needed and not less than one (1) time per year. A meeting may be called by the Chair of the Committee, by majority of the Members, or at the request of the Chair of the Board.
Quorum	A majority vote of the Members present at a meeting, if a quorum is present, shall constitute an act of the Committee. A majority of Members present in person, or by means of conference telephone or communication equipment that allows all persons participating in the meeting to hear each other, shall constitute a quorum.
Action Without a Meeting	Any action required or permitted to be taken by the Committee at a meeting may be taken without a meeting if all Members consent thereto in writing and the writing is filed with the Committee minutes.
Non-Member Attendance	The Chair of the Committee may invite to its meetings any Director, member(s) of Company management, and such other persons as it deems appropriate in order to carry out its responsibilities; however, Directors who are not Members of the Committee may not vote on any matter coming before the Committee for a vote. The Lead Director, when the Company has one, shall be invited and encouraged to attend all Committee meetings. The Committee may also exclude from its meetings any person, other than an independent Director who wishes to attend, that it deems appropriate in order to carry out its responsibilities.
Minutes	The Committee shall maintain minutes of its meetings and report its actions and recommendations to the Board.

5.0 Responsibilities

In furtherance of its purpose, the Committee shall have the following responsibilities:

Corporate	The Committee is responsible to:
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Governance

- Monitor independence in appearance and fact of current Directors and nominees by reviewing situations that present potential conflicts of interest, which may impact Director independence.
- Review at least annually the Code of Business Conduct and make any recommendations considered appropriate that relate to modifications or enhancements of such codes to the Board.
- Review the Company's Corporate Governance Guidelines at least annually and recommend changes as necessary to the Board.

Director Nominations

The Committee is responsible to:

- Establish and periodically review criteria for the selection of new Directors to serve on the Board.
- Review Board succession planning annually for Board refreshment including in cases of resignation and retirement.
- Report to the Board at least annually regarding Board succession planning.
- Lead the search for individuals qualified to become Directors; identify, evaluate and recruit candidates and recommend to the Board, on an annual basis, Director nominees for stockholder approval at the next annual meeting and at other times as needed or deemed appropriate.

The Committee shall select individuals as Director nominees who demonstrate business and professional accomplishments, integrity, ability to make independent analytical inquiries, ability to understand the Company's business, relevant expertise and experience, commitment to the stockholders of the Company and willingness to devote the necessary time to Board duties.

- Review and make recommendations to the Board as to whether Directors should stand for re-election, considering matters relating to the retirement of Directors, including age limits.
- Present, when nominating a non-incumbent Director(s) to the Board, a career profile illustrating the background and qualifications for membership.



- Develop and coordinate an onboarding program for all new Directors, with the assistance of management and periodically evaluating the program and recommending to the Board such changes and updates to the program as it deems appropriate.
- Oversee continuing education opportunities for Directors, including committee-specific education opportunities.

Oversight of Board Matters

The Committee is responsible to:

- Review and make recommendations to the Board, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise, that its members bring a variety of opinions, perspectives, personal and professional experiences and backgrounds to their role, and that the Company complies with the applicable independence, diversity and other requirements of Nasdaq and any other government or regulatory body exercising authority over the Company.
- Annually evaluate each outside Director against applicable independence criteria and present the findings and recommendations to the Board.
- Make recommendations to the Board from time to time as to the structure and composition of the various committees of the Board regarding the appointment of Directors to serve as members and chairs of such committees.
- Oversee the Board’s annual self-assessment of its performance.

Executive Succession Planning

The Committee is responsible to:

- Review executive succession planning annually with the Chief Executive Officer (“CEO”), including the identification and development of executive talent, including the CEO.
- With appropriate input from the CEO, develop and maintain plans for selection of key executives and for executive succession during emergencies and in the event of retirement.



- Develop and maintain plans for selection of a successor CEO and for CEO succession during emergencies and in the event of retirement.
- Evaluate and recommend potential CEO successors to the Board.
- Report to the Board annually regarding CEO and executive succession planning.



**Environmental,
Social, Governance**

The Committee is responsible to:

- Oversee the Company’s ESG Program generally and provide strategic counsel to management, Board Committees and/or the Board regarding the ESG Program and other ESG initiatives.
- Oversee the Company’s Diversity, Equity, and Inclusion (“DEI”) Program generally and provide strategic counsel to management, Board Committees and/or the Board regarding DEI efforts.
- Oversee the Company’s charitable giving policies and programs and receive reports from management on charitable contributions made by the Company or a Company-sponsored charitable foundation.
- Oversee the Company’s policies and programs related to environmental sustainability, human rights, and other social and public matters of significance to the Company.
- Monitor the state of the Company’s relationships with external stakeholders as a socially responsible organization, as well as the Company’s reputation with its stakeholders. The Committee shall review and receive updates and reports from management on significant social and public responsibility matters of interest to the Company and its stakeholders, metrics relating to the Company’s brand and stakeholder perception of the Company regarding ESG matters, and strategies for enhancing the Company’s reputation among its stakeholders concerning the ESG Program.
- Review and monitor operational, regulatory and other potential risks and impacts of ESG on the Company and provide insight and guidance to the Company’s management or the Board with respect to such risks and impacts.
- Oversee and annually review the Company’s annual ESG Report.



6.0 Review Schedule

Evaluations

The Committee shall annually review and evaluate its own performance.

Charter Review

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for consideration and approval.