

SUMMIT STATE BANK

Nominating Committee Charter

Purpose. The purpose of the Nominating Committee (Committee) of the Board of Directors (Board) of Summit State Bank (Bank) is to recommend individuals to the Board for nomination as members of the Board and its committees. The Committee shall report to the Board on a regular basis and not less than once a year.

Committee Membership. The Committee shall consist of three or more members of the Board, each of whom must be “independent” under the rules of NASDAQ. The Board shall appoint the Chairperson of the Committee and shall also have responsibility for appointment and removal of Committee members.

Committee Operations. A quorum of the committee shall be two members. The Committee shall meet in person or telephonically at least once a year. The Committee may have in attendance such other members of management and persons as it may deem necessary to provide appropriate information and explanations. The Chairperson of the Committee will report back to the full Board the recommendations of the Committee at the Board meeting immediately following the Committee meeting.

Committee Duties and Responsibilities. The following are the duties and responsibilities of the Committee:

1. Make recommendations to the Board from time to time as to changes that the Committed believes to be desirable to the size of the Board.
2. Regularly review the criteria for the selection of Directors and recommend to the Board any necessary changes.
3. Identify individuals believed to be qualified to become Board members and to recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or at a special meeting of shareholders, if applicable.
4. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy.
5. In nominating candidates, the Committee shall take into consideration such factors as the following: business or professional experience, judgment, skill, diversity of background and perspective, requirements of NASDAQ to maintain a minimum number of independent directors, any requirements or regulations of the FDIC requirements of the Securities and Exchange Commission to have persons with financial expertise available to serve on the Bank’s audit committee, and the extent to which the candidate generally would be a desirable addition to the Board and any committees of the Board.
6. Ensure that potential candidates understand the role of the Board.
7. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee.
8. Recommend to the Board the removal of any director, subject to the Bank’s Articles and

Bylaws.

9. Conduct an annual evaluation of its own performance.
10. Fulfill any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.