

## Board Corporate Governance and Nominating Committee Charter

The Boards of Directors (Board) of Meta Financial Group, Inc., and its subsidiaries, including MetaBank (collectively the “Company”) have established this Charter to establish and direct activities of the Corporate Governance and Nominating Committee (Committee). 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 Board members, and to recommend to the Board Director nominees.

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
- 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. The Committee shall have sole authority to approve related fees and retention terms
- Delegate any of its responsibilities to a Sub-Committee(s) of its members for the purpose of evaluating special or unique matters
- Perform such other functions that may be delegated to it by the Board from time to time

### 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 requirements of the Internal Revenue Service (IRS), Securities and Exchange Commission (SEC), NASDAQ, and any other government or regulatory body exercising authority over the Company.

### 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 Chairperson of the Committee
- Accept a Member's resignation or remove a Committee member. A Member may resign by delivering his or her written resignation to the Committee Chairperson, 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
- 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 herein 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 Chairperson of the Committee, by majority of the members, or at the request of the Chairman 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 conference telephone or other communications equipment, by means of which all persons participating in the meeting can 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 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. The Committee may also exclude from its meetings any person 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 Governance** | The Committee is responsible to:

- 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 Ethics Policy and make any recommendations considered appropriate that relate to modifications or enhancements of such codes to the Board

**Director Nominations** | The Committee is responsible to:

- Lead the search for individuals qualified to become members of the Board; and recommend to the Board, on an annual basis, Director nominees for shareholder 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 shareholders of the Company and willingness to devote the necessary time to Board duties

- Present, when nominating a non-incumbent Director(s) to the Board, a career profile illustrating the background and qualifications for membership

## 6.0 Review Schedule

### **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.