

Burke & Herbert Financial Services Corp. (“Company”)

NOMINATING & GOVERNANCE COMMITTEE CHARTER

Composition of the Nominating & Governance Committee (“Committee”)

The Committee will be comprised of a minimum of four members, one of whom will serve as the Committee's Chair. The Committee members shall meet the independence and qualification requirements of the federal securities laws, the applicable regulations of the Securities and Exchange Commission (“SEC”) and the NASDAQ Stock Market LLC, and be free from any relationships that, in the opinion of the Board of Directors (“Board”), would interfere with the exercise of such director’s independent judgment as a member of the Committee.

Purpose

- Identify individuals qualified to become members of the Board;
- Recommend to the Board the director nominees to be presented by the Board for shareholder approval at the annual meeting;
- Recommend to the Board the director nominees to fill vacancies on the Board as necessary;
- Advise the Board regarding the size and diversity of the Board, including the composition and the applicable diversity objectives or requirements of any applicable law or exchange rule, and where required, draft any necessary public disclosure relating to the Company’s Board diversity in light of any applicable law or exchange rule;
- Review and assess the adequacy of the Company’s policies and practices on corporate governance and recommend any proposed changes to the Board for approval;
- Advise the Board and the Company in interpreting and applying the Company’s policies and practices on corporate governance and serve as a resource for the Board in addressing any corporate governance issues or matters that may arise;
- Review, assess the adequacy of, and recommend for approval the Company’s Code of Business Conduct and Ethics, Code of Ethics for Senior Financial Officers, and Insider Trading Policy;
- Review any proposed amendments to the Company’s Articles of Incorporation and By-Laws and recommend appropriate action to the Board.
- On an annual basis, conduct a self-evaluation of its performance in fulfilling its duties and responsibilities under this Charter;

- Develop and recommend to the Board an annual performance evaluation process for the Board and its committees, and oversee that process. The Committee may also advise the Board regarding an annual performance evaluation process for the Chief Executive Officer (“CEO”); pursuant to the listing standards of NASDAQ and the charter of the Compensation Committee, however, the Compensation Committee is responsible for evaluating the CEO’s performance and approving the CEO’s compensation;
- Review, recommend, and oversee, as appropriate, a director orientation and continuing orientation programs for members of the Board;
- Advise the Board regarding succession planning for directors and the Chief Executive Officer;
- Recommend Board Committee Chairs and members; and
- Address any additional matters as may be required by applicable SEC laws, rules, and regulations and the listing standards of NASDAQ

Operation of the Committee

The Committee will meet as often as its members deem necessary to perform the Committee’s responsibilities, but at least twice per year. Meetings of the Committee may be held by means of conference telephone, video-conference, or other electronic means where all members present can communicate effectively. A majority of members shall constitute a quorum. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. A decision may also be taken by unanimous written consent (including by consent via email) of the Committee members. The Committee shall report its actions or recommendations to the Board after each Committee meeting.

Committee Guidelines

The Committee shall maintain, and periodically review and recommend to the Board for approval, guidelines addressing the following:

- Criteria (such as, but not limited to, independence, experience relevant to the needs of the Company, leadership qualities, and diversity) for selection of individuals to be considered as candidates for election to the Board, which may include:
 - ensuring that the Board, as a whole, is diverse and consists of individuals with various backgrounds, various and relevant career experience, relevant technical skills, industry knowledge and experience, including, as appropriate, cybersecurity and technology expertise, financial expertise (including expertise that could qualify a director as an Audit Committee “financial expert,” as that term is defined by the rules of the SEC), local or community ties, and

- minimum individual qualifications, including high level leadership experience in business activities, breadth of knowledge about issues affecting the Company, time available for meetings and consultation on Company matters, strength of character, mature judgment, independence of thought and an ability to work collegially;

Board Involvement with Management

Directors shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- One or more officers or employees of the Company whom the director reasonably believes to be reliable and competent in the matters presented;
- Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person; and
- A committee of the Board, upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Additional Authority of the Committee

The Committee shall have the authority to retain outside counsel and other advisors as the Committee may deem appropriate in the conduct of its duties and responsibilities under this Charter.

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

Approved this 27th day of October, 2022 by the Board.