

First United Corporation

Nominating & Governance Committee Charter

A. Name

There shall be a committee of the Board which shall be called the Nominating & Governance Committee.

B. Purpose

The Nominating & Governance Committee shall assist the Board of Directors in fulfilling its responsibilities to oversee the composition of the Board and its committees and its oversight responsibilities and practices pertaining to corporate governance.

C. Committee Membership, Meetings and Procedure

The Nominating & Governance Committee shall consist of no fewer than three members. Each member of the Nominating & Governance Committee shall satisfy the independence requirements of NASDAQ. The Board shall appoint the members of the Nominating & Governance Committee, considering the views of the Chairman of the Board and the Chief Executive Officer and the Lead Independent Director, as appropriate. The members of the Nominating & Governance Committee shall serve until their successors are appointed and qualify. The Board shall have the power at any time to change the membership of the Nominating & Governance Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements established by NASDAQ. Except as expressly provided in this Charter, the by-laws of the Company or the Corporate Governance Guidelines of the Company, the Nominating & Governance Committee shall fix its own rules of procedure.

D. Meetings

The Nominating & Governance Committee shall determine its meeting calendar annually based on its responsibilities and accountabilities. A majority of the members of the Nominating & Governance Committee shall constitute a quorum sufficient for the taking of any action by the Nominating & Governance Committee, with the Nominating & Governance Committee providing reports of its actions to the Board of Directors. The Nominating & Governance Committee may request that meetings be attended by invited officers or employees of the Company, legal counsel, independent auditors, consultants or advisors as appropriate. The Nominating & Governance Committee may meet in Executive Session without members of management in attendance at each meeting. Executive Sessions may be called by any member of the Nominating & Governance Committee.

E. Committee Authority and Responsibilities

Board and Committee Qualifications and Compositions

- ❖ The Nominating & Governance Committee shall review the Board's current composition and identify the current and future needs of the Company to ensure the Board has the necessary diversity, perspectives, experience, skills, maturity and judgment to effectively pursue their duties in planning and oversight. The Nominating & Governance Committee shall review and make recommendations

as it deems appropriate, regarding the size, composition and operations of the Board of Directors and its committees and matters relating to retirement or resignation of Board members.

- ❖ The Nominating & Governance Committee shall identify potential director candidates and in recommending them for election to the Board, the Nominating & Governance Committee shall, to the extent possible, recruit, interview and select candidates from a diverse pool to ensure the Board will be comprised of directors with a diverse balance of skills, business experience, expertise, race, ethnicity, gender and cultural background. The Nominating & Governance Committee will consider skillsets needed at the time of vacancy as well as other qualifications and characteristics that the Nominating & Governance Committee may from time to time deem appropriate while considering reputation, civic and community relationships, and knowledge and experience in matters impacting financial institutions. In its discharge of this duty, the Nominating & Governance Committee may evaluate candidates from its regional Advisory Councils.
- ❖ The Nominating & Governance Committee shall annually recommend to the Board the slate of nominees for election to the Board at the Annual Meeting of Shareholders.
- ❖ The Nominating & Governance Committee shall consider candidates recommended by shareholders to be nominees for director if such recommendations are made in accordance with the by-laws of the Company.
- ❖ The Nominating & Governance Committee shall oversee the orientation program for newly elected or appointed directors and the continuing education program for existing directors.
- ❖ The Nominating & Governance Committee shall annually review and recommend to the Board a determination to approve or ratify any transactions involving the Company and any member of the Board and/or his or her immediate family members or related entities.
- ❖ The Nominating & Governance Committee shall monitor the service of directors on boards and board committees of other companies and, as needed, consult with directors to assess the potential impact of multiple positions on the individual director's ability to devote sufficient time and attention to his or her duties as a director of the Company.
- ❖ The Nominating & Governance Committee shall annually recommend to the Board for vote, members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Nominating & Governance Committee deems relevant; recommend to the Board, independent members of the Board to serve as the Chairs of the committees of the Boards for both the Company and its Bank subsidiary (First United Bank & Trust); and recommend changes to the Board's committee structure and responsibilities, including recommending changes to committee charters, as it deems advisable. These recommendations will be submitted and voted on by the Board annually.

Committee Operations

- ❖ The Nominating & Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating & Governance Committee shall also

have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

- ❖ The Nominating & Governance Committee shall make regular reports to the Board summarizing the matters reviewed and actions taken at each Nominating & Governance Committee meeting.
- ❖ The Nominating & Governance Committee shall oversee the annual evaluation of the effectiveness and performance of the Board, and its committees to ensure appropriate representation of long-term interests of shareholders and overall effectiveness.
- ❖ The Nominating & Governance Committee may form and delegate authority to subcommittees when appropriate.
- ❖ The Nominating & Governance Committee shall develop and recommend to the Board a Code of Business Conduct and Ethics and shall consider any requests for waivers from the Company's Code of Business Conduct and Ethics. The Company shall make disclosure of such waivers to both NASDAQ and the Securities and Exchange Commission.
- ❖ The Nominating & Governance Committee shall, in coordination with the Compensation Committee and consulting as appropriate with the Chief Executive Officer, oversee the succession plans relating to positions held by executive officers, and make recommendations to the Board with respect to the selection and development of individuals to occupy those positions. The Nominating & Governance Committee will also review with the Chief Executive Officer the succession plan for other key management positions within the Company, including the Chief Information Officer, Regional Managing Directors, Director of Credit Administration and Lending Risk and the Chief Human Resources Officer.
- ❖ The Nominating & Governance Committee shall periodically review and assess the channels through which the board receives information and the quality and timeliness of such information.
- ❖ The Nominating & Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating & Governance Committee shall annually review its own performance, and report upon its assessment to the full Board.

Corporate Governance

- ❖ The Nominating & Governance Committee shall periodically review the Board's leadership structure and annually recommend to the Board for vote by independent directors a member of the Board to serve as the Board's Lead Independent Director (or Chair, as the case may be). The Nominating & Governance Committee acknowledges that, in 2011, it completed a detailed study of the issue of separating the roles of Chair and CEO, deciding to retain the combined role at that time, but creating the role of Lead Independent Director. The Nominating & Governance Committee shall continue to review this issue in the future as appropriate, taking into consideration the specific characteristics or circumstances of the Company and the Board at such time. The Nominating and Governance Committee shall recommend to the Board the appropriate role and responsibilities of the Lead Independent Director (or Chair, as the case may be), including modifications of these responsibilities as appropriate.

- ❖ The Nominating & Governance Committee shall review shareholder proposals related to the governance matters overseen by the Nominating & Governance Committee and recommend a response to the Board.
- ❖ The Nominating & Governance Committee shall oversee the Company's and directors' engagement with institutional shareholders, proxy advisors, and other interested parties with respect to corporate governance and related matters.
- ❖ The Nominating & Governance Committee shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

Revised: 12/16/20

Approved: 5/20/21