

**AVIDBANK HOLDINGS, INC.**  
**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**Board Approved: April 15, 2025**  
**Previously Approved: March 19, 2024**

**I. COMMITTEE FUNCTION**

The **purpose** of the Corporate Governance and Nominating Committee (“Committee”) of the Board of Directors (the “Board”) of Avidbank Holdings, Inc. (the “Company”) is to support and assist the Board in (i) fulfilling their general oversight responsibilities as they relate to governance of the Board; (ii) identifying and recommending candidates for election to the Board; and (iii) developing and implementing a framework for assessment of overall Board performance including ensuring compliance with the Company’s Corporate Governance Guidelines.

The Committee shall have the authority, in its sole discretion and to the extent it deems necessary or appropriate, to **select, retain and terminate independent advisors or a search firm** to assist in performing its duties and to oversee the work of such advisors. The Company shall provide for appropriate funding, as determined by the Committee, for (i) payment of compensation to any advisors engaged by the Committee, and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties or other expenses deemed appropriate by the Company in good faith.

**II. NOMINATION/APPOINTMENT POLICY**

The Committee believes that it is in the best interest of the Company and its shareholders to obtain highly qualified candidates to serve as members of the Board. The Committee will review with the Board the appropriate skills and attributes required of new and existing members of the Board in the context of the strategic direction of the Company and seek and recommend candidates for election and appointment with excellent decision-making ability, business experience, personal integrity and reputation, and other areas that are expected to contribute to an effective Board.

**III. COMPOSITION AND MEMBERSHIP**

The Committee shall:

1. Consist of at least three independent directors, each of whom meets the **independence criteria** of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the independence requirements of The NASDAQ Stock Market LLC (the “Independence Criteria”), as determined by the Board. Any Committee member who ceases to meet the independence criteria of the Exchange Act or Nasdaq Stock Market shall immediately, automatically, and without further action by the Board cease to be a member of the Committee.
2. Have a chair designated by the Committee who shall preside over meetings and report Committee actions and recommendations to the Board. If the chair is not present, the Committee may designate a member to chair the meeting.

#### **IV. MEETINGS.**

1. The Committee shall meet at least once per year, and additionally to the extent it deems necessary or appropriate. Executive meetings of the Committee will be conducted without the presence of the Chief Executive Officer and the other executive officers of the Company (the “Executive Session”). Executive officers of the Company may be available for management presentations to the Committee while the Committee is not in Executive Session. The chair of the Committee or at least two other members may call meetings of the Committee.
2. The Committee chair shall prepare and/or approve an agenda in advance of each meeting and shall cause minutes to be taken. Minutes shall be approved by the Committee and such minutes along with any actions taken or significant matters reviewed in Committee meetings shall be reported to the Board at the next Board meeting following a Committee meeting.
3. A quorum shall consist of a majority of the members. All determinations of the Committee shall be made by a majority of its members present at a duly convened meeting.

#### **V. DUTIES AND RESPONSIBILITIES.**

The Committee shall:

1. Recommend to the Board the appropriate size of the Board and assist in identifying, interviewing and recruiting candidates for the Board.
2. Identify, select and recommend qualified candidates to become Board members and oversee the evaluation and background of any potential candidates including confirming that each candidate meets the Independence Criteria.
3. Recommend the nominees for election to the Board at the annual meeting of shareholders or as the need arises.
4. Oversee a periodic Board performance evaluation process, including the performance evaluation of each committee and individual members of the Board, the composition of the Board as a whole and each of its committees, recommend the number of members that shall serve on the Board and the appointment of the members of each committee.
5. Ensure that the process for the selection of directors and the process for shareholder nomination is fully disclosed to shareholders in the annual proxy statement and that a policy is in place for general communication between shareholders and the Board as required by SEC rules.
6. Review nominations submitted by shareholders, which have been addressed to the corporate secretary, and which comply with the requirements of the Company’s Charter and the Bylaws. Nominations from shareholders will be considered and evaluated using the same criteria as all other nominations.
7. Review any shareholder proposals and recommend responses to the Board for approval.
8. Review and assess the Company’s organizational documents and any corporate governance guidelines and recommend any proposed changes to the Board for approval.

9. Investigate any potential conflict of interest by a director as assigned by the Board.
10. Assist in facilitating appropriate communications in connection with the Company's annual report on Form 10-K or annual proxy statement.

#### **VI. CHARTER REVIEW.**

This charter shall be reviewed by the Committee annually and the Committee shall recommend any proposed changes to the Board for approval. The Committee will also prepare and report to the Board periodically, a performance evaluation of the Committee which covers the Committee's performance and compliance as it relates to this charter.