

CHAIN BRIDGE BANCORP, INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER
Approved by the Board of Directors
January 17, 2023

I. ROLE

The role of the Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Chain Bridge Bancorp, Inc. (the “Company”) is to assist the Board in its responsibilities relating to:

1. Corporate governance matters, policies and practices of the Company.
2. Nominations of directors to the Board of the Company and its Committees.
3. Succession planning for senior executive officers of the Company.

II. MEMBERSHIP AND ADMINISTRATION

The members of the Committee shall be appointed annually by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The chairperson of the Committee (the “Chair”) shall be appointed by the Chairman of the Board.

The Committee shall consist of not fewer than three members of the Board, each of whom is determined by the Board to be independent (see Independence Standard below). Committee members shall be generally acquainted with corporate governance and nominating issues and have experience in one or more of the areas of the Committee’s responsibilities.

The Committee:

1. Will meet periodically as deemed necessary or appropriate to carry out its responsibilities, but not less than two times annually. Two members of the Committee shall constitute a quorum.
2. Will be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings (*i.e.*, unanimous written consent), notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
3. Will annually review and assess the adequacy of this Charter.
4. Will submit a report of its deliberations and actions to the Board.
5. May request any officer or employee of the Company or the Company’s outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

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6. Shall keep minutes of each of its meetings. The minutes of each meeting shall be approved by the Committee at its next meeting and retained by the Corporate Secretary as permanent record of the Company.
7. Is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter and (b) any provision of the Bylaws of the Company.
8. Will have the resources and authority appropriate to discharge its duties and responsibilities.
9. May, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee consisting of one or more members.

III. COMMITTEE RESPONSIBILITIES

In carrying out its oversight responsibilities, the Committee will:

1. Review and approve annually the Company's corporate governance policies, including a Code of Conduct of ethical behavior for all directors, officers, and employees.
2. Review and concur in the CEO's and other senior management's succession plans at least annually.
3. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
4. Make recommendations to the Board from time to time as to the establishment of any new committees of the Board that the Committee believes to be necessary or desirable.
5. Annually evaluate and report to the Board on the performance and effectiveness of the Board in order to assist the directors in fulfilling their responsibilities in a manner that serves the interests of the Company's stockholders.
6. In consultation with the Chairman of the Board, lead the process of identifying, recruiting, and interviewing candidates for the Board believed to be qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board, the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. 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 either through appointment by the Board or through election by stockholders.

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7. Before recommending an incumbent, replacement, or additional director, review and take into consideration such factors as it deems appropriate, including capability, availability to serve, independence, conflicts of interest, judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's skills and experience with the skills and experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.
8. Review periodically the form and amounts of non-employee director compensation and make recommendations to the Board with respect thereto.
9. For directors who tender an irrevocable resignation effective upon failure to receive the required vote for reelection in accordance with the Company's bylaws, make a recommendation to the Board as to whether to accept or reject the resignation, or whether other action should be taken.
10. Establish procedures under which any director nominee who is not elected in accordance with the Company's bylaws shall offer to tender such director nominee's resignation to the Board.
11. Oversee the development and operation of a Company orientation program for new directors and a continuing education program for current directors, and periodically review these programs and update them as necessary.
12. Periodically review the appropriateness of the size of the Board and address vacancies as they arise, and make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
13. Assess annually whether the composition of the Board as a whole reflects the appropriate and/or required balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities, and recommend any appropriate changes to the Board.
14. Annually consider any recommendation made by the Company, for an individual to serve as a replacement or additional director if the recommendation is presented to the Company Secretary by the date provided for in the annual meeting of stockholders.
15. Establish minimum non-employee director stock ownership requirements and annually assess the appropriateness of those requirements, including to satisfy stock ownership requirements under the National Bank Act.

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Independence Standard

For purposes of this Charter, a member of the Board is not deemed independent if he or she is:

- A. a director who is, or at any time during the past three years was, employed by the Company;
- B. a director who accepted or who has a Family Member¹ who accepted any compensation from the Company in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following:
 - (i) compensation for board or board committee service;
 - (ii) compensation paid to a Family Member who is an employee (other than an executive officer) of the Company; or
 - (iii) benefits under a tax-qualified retirement plan, or non-discretionary compensation.
- C. a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the Company as an executive officer;
- D. a director who is, or has a Family Member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:
 - (i) payments arising solely from investments in the Company's securities; or
 - (ii) payments under non-discretionary charitable contribution matching programs.
- E. a director of the Company who is, or has a Family Member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the Company serve on the compensation committee of such other entity; or

¹ "Family Member" means a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.

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- F. a director who is, or has a Family Member who is, a current partner of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three years.