

Enterprise Financial Services Corp
Executive Committee Charter
Approved February 13, 2024

I. Purpose

The Board of Directors (the “Board”) of Enterprise Financial Services Corp (the “Company”) has established the Executive Committee (the “Committee”) to exercise the power and authority of the Board to act on urgent matters requiring approval or other action by the Board prior to a regularly scheduled meeting of the Board as set forth in this Committee Charter.

II. Membership

The Committee will be comprised of at least three (3) members of the Board, who meet the qualifications set forth in this paragraph. No member of the Board may serve on the Committee unless the Board determines (on recommendation of the Nominating and Governance Committee) he or she is a non-employee director for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and meets the applicable independence standards established by listing rules of the NASDAQ Stock Market (the “Independence Rules”).

The Committee members shall be recommended by the Nominating and Governance Committee and appointed by the Board. The Committee members shall serve until their successors shall be duly appointed or their earlier resignation or removal; provided that the Chairman of the Board of the Company shall serve as the chairperson of the Committee if he/she/they is a non-employee director and meets the Independence Rules. Any vacancy on the Committee may be filled by the Board, upon recommendation of the Nominating and Governance Committee. The Board may appoint at large members from the Board to attend any meeting of the Committee and participate on the Committee on a rotating basis. If the Chairman of the Board is a Company employee, the chairperson of the Committee shall be recommended by the Nominating and Governance Committee and appointed by the Board.

III. Meetings

The Committee shall meet as often as its members deem necessary to carry out its responsibilities, but in any case, shall meet at least once per year. Meetings of the Committee may be held in person, telephonically, virtually or in any manner permitted by law or the Company’s Bylaws or Certificate of Incorporation. Except as otherwise required by the Bylaws or the Certificate of Incorporation of the Company, a majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.

The chairperson of the Committee shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting, provided that a meeting of the Committee may be called by a majority of the members of the Committee. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be communicated to members sufficiently in advance of each meeting to permit meaningful review. The chairperson of the Committee shall preside at the meetings of the Committee. In the event that the chairperson is unable to attend and preside at any meeting, the chairperson may designate, in advance, another Committee member to preside in his or her absence, or, alternatively, the majority of the members of the Committee present at a meeting may appoint a member to preside at the meeting if no such prior designation has been made or such designee is unable to perform for any reason.

The chairperson of the Committee will report regularly to the Board on the Committee's activities, findings and recommendations, as applicable. All actions of the Committee shall be reported to the Board at the next regularly scheduled meeting. The Secretary or an Assistant Secretary of the Company, or such other person appointed by the Committee (which may include a member of the Committee) to act as secretary of the meeting, shall keep the minutes of the Committee.

The Committee may invite such members of Company's management and outside consultants and counsel to attend all or any part of a Committee meeting as it may deem desirable or appropriate. The Committee may also meet in executive session without the presence of Company's management as frequently as it believes necessary or appropriate. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as is necessary or desirable and not inconsistent with the provisions of the Company's Bylaws or this Committee Charter.

IV. Responsibilities

The Committee shall:

1. Exercise the power and authority of the Board to act on urgent matters requiring approval or other action by the Board prior to a regularly scheduled meeting of the Board, if it is determined by the Committee that: (i) it is impractical to hold a meeting of the full Board on a timely basis before such action needs to be taken by the Board; and (ii) it is determined by the Committee that failure to take such action would either be disadvantageous to the Company or cause the Company to be denied an opportunity. Provided, however, that such power and authority shall not include:
 - (a) The authority to act upon any matter for which another committee of the Board has been granted exclusive authority pursuant to such other committee's Charter, the Company's Bylaws or by resolution of the Board.
 - (b) The submission to stockholders of any action requiring the approval of stockholders by law;
 - (c) The creation or filling of vacancies on the Board;
 - (d) The adoption, amendment or repeal of the Company's Bylaws;
 - (e) The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board;
 - (f) Approval of a transaction in which any member of the Committee, directly or indirectly, has any material beneficial interest; and
 - (g) Issuance of additional stock of the Company or fixing or determining the designation and the rights and preferences of any series of stock.
2. No less than annually, review the performance of the Chief Executive Officer of the Company ("CEO") using such criteria as may be established by the Committee, including input from the Board. Such performance review shall be discussed with the CEO by the Committee or by the chairperson of the Committee. The Leadership Rating from such performance review shall be presented to the Compensation Committee of the Board in connection with its deliberations of compensation applicable to the CEO.

3. In consultation with the CEO, develop and periodically review a management succession plan for determining the successor for the CEO in case of an emergency replacement or upon a planned replacement, subject to the full approval of the Board.
4. Meet with the CEO and other members of the executive management of the Company regarding management issues, decisions and strategic planning for the Company upon the request of the CEO or upon a determination by the Committee.
5. Annually review the performance of the Committee.

V. Authority

The Committee has the authority and is empowered to:

1. Delegate, to the extent permitted by law, any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees or to management of the Company or any subsidiary as the Committee may deem appropriate in its sole discretion.
2. Select, retain, and obtain at the Company's expense, persons having special competence as necessary to assist the Committee in fulfilling its responsibilities, including, but not limited to, legal counsel and other professional consultants. The Committee shall set the compensation and oversee the work of its outside advisors.
3. Seek information it requires from employees of the Company or any subsidiary (all of whom are directed to cooperate with the Committee's requests) or any external parties.
4. Meet with the officers of the Company or any subsidiary and any outside advisors as the Committee may deem necessary.
5. Take such other actions as are authorized or contemplated by this Committee Charter.

VI. Review and Approval of Committee Charter

The Committee shall annually review and reassess the adequacy of this Committee Charter and recommend changes to the Board as necessary or appropriate.