

Enterprise Financial Services Corp
Nominating and Governance Committee Charter
Approved August 25, 2023

I. Purpose

The Board of Directors (the “Board”) of Enterprise Financial Services Corp (“EFSC”) has established the Nominating and Governance Committee (the “Committee”) to assist the Board in discharging the Board’s responsibilities related to EFSC and its subsidiaries, including Enterprise Bank & Trust (the “Bank” and together with EFSC and its subsidiaries, collectively, the “Company”). The Committee shall carry out the responsibilities relating to the Company’s director nominations process and procedures, evaluate the independence of directors and director-nominees, evaluate and recommend director membership on Board committees, develop and maintain the Company’s corporate governance policies, practices and guidelines, and perform any related matters required by federal law or regulation.

II. Membership

The Committee will be comprised of at least three (3) members of the Board, who shall also serve as members of the Board of Directors of the Bank (the “Bank Board”) and who are free from any relationships that, in the opinion of the Board, would interfere with that director’s exercise of independent judgment as a member of the Committee. Member independence will be in conformity with the rules and regulations established by the Securities and Exchange Commission (“SEC”) and the listing rules of the NASDAQ Stock Market (the “Independence Rules”).

The Committee members shall be appointed by the Board. The Committee members shall serve until their successors shall be duly appointed or their earlier resignation or removal. Any vacancy on the Committee may be filled by the Board, upon recommendation of the Committee. The chairperson of the Committee shall be 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 annually. Any Committee member may request the chairperson of the Committee to call a meeting. Meetings of the Committee may be held in person, telephonically, virtually or in any manner permitted by law or the EFSC Bylaws or Certificate of Incorporation. Except as otherwise required by the EFSC Bylaws or the Certificate of Incorporation, 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 can 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 absence of the chairperson, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting.

The chairperson of the Committee will report regularly to both the Board and the Bank Board on the Committee’s activities, findings and recommendations, as applicable. All actions of the Committee shall be reported, as applicable, to the Board and the Bank 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 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 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 EFSC Bylaws or this Committee Charter.

IV. Responsibilities

The Committee shall:

1. With regard to both the Board and the Bank Board: evaluate the size and the composition of the Board and the Bank Board, develop criteria for membership (including, without limitation, any applicable regulatory requirements), and evaluate the independence of existing and prospective directors. The Committee shall ensure that the Board and the Bank Board are comprised of at least a majority of independent directors in accordance with the Independence Rules and relevant Bank regulatory guidance for independence and shall review each director's independence consistent therewith and recommend to the Board and the Bank Board any such applicable independence findings for approval.
2. In its capacity as sole shareholder of the Bank, recommend to the Board, the Bank Board director nominees for election to the Bank Board consistent with the Bank's Bylaws and Articles of Agreement. Further, the Committee shall recommend to the Board, the Board director nominees for election at the next shareholders' annual meeting.
 - (a) In making any such recommendations hereunder, the Committee shall take into account director qualifications as may from time to time be established by each of the Board and Bank Board, including any desired specific areas of expertise, personal and professional integrity, business judgment, relevant experience and skills as well as diversity.
 - (b) The Committee shall make a determination that each recommended nominee will be an effective director in conjunction with each of the Board and Bank Board in collectively serving the long-term interests of the Company and EFSC shareholders.
3. Consider, consistent with the criteria for evaluating other director nominees, any director candidates recommended by the EFSC shareholders pursuant to the procedures described in EFSC's proxy statement and make appropriate recommendations to the EFSC Board.
4. Prior to recommending an existing director for re-election, consider and review with respect to each existing director:
 - (a) Board, Bank Board and committee meeting attendance and performance;
 - (b) length of service on each of the Board and Bank Board;

- (c) experience, skills and contributions that the existing director brings to the Company;
 - (d) independence;
 - (e) any significant change in such individual's employment, other directorships and any other change in status; and
 - (f) compliance with the Board retirement policy.
5. In the event that a Board or Bank Board director vacancy arises, seek and identify a qualified director nominee for the respective board to be recommended for appointment to such board to serve the remainder of the term of the vacant director position or for election at the shareholders' next annual meeting.
6. Review proposals submitted by EFSC shareholders for inclusion in EFSC proxy materials and recommend to the Board appropriate action.
7. Review the Board's committee structure (including the nature, structure and operations of other Board committees) and recommend to the Board for its approval, directors to be appointed as members on each Board committee. The Committee shall also review each committee's membership and recommend from said committee membership a director be appointed to serve as chairperson for each such committee. Notwithstanding anything in the foregoing to the contrary, the appointment of the chairperson of the Executive Committee shall be governed by the Executive Committee Charter. Prior to recommending the appointment or re-appointment (as applicable) of a director to a Board committee, and/or to serve as a committee chairperson, the Committee shall review the existing director's independence, if required, skills, Board committee meeting attendance, performance and contributions, and his or her fulfillment of committee responsibilities. If a vacancy on a Board committee and/or its respective chairperson occurs, the Committee shall recommend a director with relevant experience and skills, including independence, if required, be appointed to fill the vacancy.
8. Monitor and review the adequacy and appropriateness of the Company's principles and practices of corporate governance, and make such recommendations as the Committee deems appropriate to the Board and Bank Board, as applicable, for approval. To that end, the Committee will:
- (a) develop and oversee compliance with key corporate governance policies, as designated by the Board and/or the Bank Board, including, without limitation:
 - (i) review, at least annually, the Company's Policy on Policies and recommend any revisions or amendments to the Board and Bank Board for their approval;
 - (ii) review, at least annually, the Company's Code of Ethics and recommend any revisions or amendments to the Board and Bank Board for their approval;
 - (iii) review, at least annually, the EFSC Insider Trading Policy and recommend any revisions or amendments to the Board for its approval; and

- (iv) review, at least annually, the Company's Corporate Governance Guidelines and recommend to the Board for its approval such revisions thereto as it deems appropriate;
 - (b) oversee and review the Company's process for providing information to the Board and Bank Board, assessing channels through which information is received and the quality and timeliness of the information received; and
 - (c) with respect to ESG (Environmental, Social and Governance) matters, oversee the Company's efforts pertaining to Governance-related topics and review corresponding Governance-related public disclosure(s).
- 9. Develop and recommend to the Board and the Bank Board, respectively, for approval an annual self-evaluation process for the Board and the Bank Board that will be conducted and overseen by the Committee. The Committee shall report to the Board and the Bank Board, as applicable, following the end of each fiscal year, the results of the annual self-evaluation, including any comments from the self-evaluations, provided, however, that any comments from the self-evaluations regarding individual directors shall be reported to the chairperson of the Committee, and, if appropriate, to the relevant committee chairperson.
- 10. Develop and recommend to the Board and the Bank Board, respectively, for approval a director evaluation process for the full Board and Bank Board that will be conducted and overseen by the Committee.
- 11. Develop with Company management and recommend to the Board for approval, the process for the identification and selection of candidates to be presented to the Board to serve as the Chairperson and/or Vice Chairperson (if any) of the Board, as applicable, for its approval. Identify eligible Bank Board director candidates to serve as the Bank Board Chairperson based upon appropriate criteria, and recommend to the Bank Board for its approval, a Bank Board director to serve as the Bank Board Chairperson.
- 12. Develop with Company management and monitor the orientation program for new directors and continuing education concerning corporate governance, board participation and duties for existing directors.
- 13. Review and investigate any concerns regarding non-financial matters that are reported pursuant to the Company's anonymous reporting system and referred by the Audit Committee to the Committee.
- 14. Review and resolve any actual or potential conflicts of interest involving any member of the Board or Bank Board or Section 16 Officer of EFSC.
- 15. 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 Company management 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, executive search firms, outside legal counsel and other professional consultants and advisors. The Committee shall approve any engagement terms, set the compensation and fees and oversee all of the work performed hereunder.
3. Seek information the Committee deems necessary or appropriate from any associate of the Company (who shall be directed by Company management to provide cooperation and assistance).
4. Meet with Company management and any outside advisors as the Committee may deem necessary.
5. Take such other actions as are deemed necessary in furtherance of the authority conferred 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 and the Bank Board as necessary or appropriate.