

EQUITY BANCSHARES, INC.
Corporate Governance and Nominating Committee
Charter
Effective October 7, 2019

I. STATEMENT OF PURPOSE

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Equity Bancshares, Inc., a Kansas corporation (the “Company”), has been established by the Board to:

- Identify individuals qualified to be board members consistent with criteria approved by the Board, and to recommend director nominees to the boards of the Company and Equity Bank (the “Bank”);
- Recommend to the Board directors to serve on each standing committee;
- Ensure that each committee of the Board has the benefit of qualified “independent” directors;
- Oversee management continuity planning;
- Lead the Board in its annual review of each board’s performance; and
- Take a leadership role in shaping the corporate governance of the Company and Bank.

II. COMMITTEE MEMBERSHIP

The Committee will consist of four or more directors, a majority of whom will satisfy the applicable independence requirements of the NASDAQ Stock Market, LLC (“NASDAQ”) rules of the Securities and Exchange Commission (“SEC”), and any additional requirements that the Board deems appropriate. The Chairman of the Board will be a member of this Committee.

The members of the Committee will be appointed annually by the Board. Each member will serve until his or her successor has been duly elected and qualified, or until his or her earlier resignation or removal. The Committee’s chairman will be designated by the full Board or, if it does not do so, the Committee members will elect a chairman by vote of a majority of the full Committee. Any member of the Committee may be removed, with or without cause, by a majority vote of the full Board.

III. MEETINGS AND OPERATIONS OF THE COMMITTEE

The Committee will meet as often as necessary to carry out its responsibilities, but no less frequently than annually. The chairman will preside at each meeting, and in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairman will ensure that the agenda for each meeting is circulated to each Committee member in advance of each meeting. In the event that the chairman is not present at the meeting, the other members present at that meeting will designate a Committee member as the acting chair of such meeting. The Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. RELEVANT FACTORS OR QUALIFICATIONS FOR DIRECTOR NOMINEES

In addition to other qualifications discussed in the Corporate Governance Guidelines, the Committee seeks to identify and select director nominees who will contribute to the Company and Bank's overall corporate goals including: responsibility to its shareholders, industry leadership, customer success, positive working environment and integrity in financial reporting and business conduct. The Committee will consider the following qualifications in assessing nominees for election or re-election to the boards:

- Demonstrated ability and sound judgment that usually will be based upon broad experience;
- Personal qualities and characteristics, accomplishments and reputation in the business community, professional integrity, educational background, business experience and related experience;
- Willingness to objectively appraise management performance;
- Giving due consideration to potential conflicts of interest, current knowledge and contacts in the communities in which the Company does business and in the Company's industry or other industries relevant to the Company's business;
- Ability and willingness to commit adequate time to board and committee matters, including attendance at board meetings, committee meetings and annual shareholders meetings;

- Commitment to serve on the board over a period of several years to develop knowledge about the Company's principal operations;
- Fit of the individual's skills and personality with those of other directors and potential directors in building a board that is effective, collegial and responsive to the needs of the Company and the interests of its shareholders;
- Diversity of viewpoints, background, experience, age, gender, race, ethnicity and culture; and
- Other factors deemed relevant and appropriate by the Committee.

The Committee will, from time to time, review the experience and characteristics appropriate for board members and director candidates in light of the board's composition at the time and the skills and expertise needed for effective operation of the board and its committees.

V. COMMITTEE DUTIES AND RESPONSIBILITIES

The Committee will have the following duties and responsibilities:

1. The Committee will develop policies on the size and composition of the Company and Bank boards. The Committee will seek individuals qualified to become board members for recommendation to the Board, evaluate persons properly proposed by shareholders in accordance with applicable laws, rules, regulation and the provisions of the Company and Bank's organizational documents and conduct the appropriate inquiries into the backgrounds and qualifications of possible nominees. The Committee will consider the criteria set forth above in evaluating director nominees, together with any applicable laws, rules, regulations and listing standards relative to the boards and to any committees thereunder. After identifying individuals determined to be qualified as candidates to serve on the boards, the Committee will recommend a slate of nominees to the full Board for approval of the recommended slate of nominees by a majority of the independent directors meeting in an executive session. In the case of a vacancy on a board (including a vacancy created by an increase in the size of the board), the Committee will recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders, in both instances taking into account the above-mentioned factors.
2. The Committee will monitor, with the input of management, the orientation and continuing education program for directors.

3. The Committee will review the Board's committee structure and recommend candidates to 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 that the Committee deems relevant and, when appropriate, make recommendations regarding the removal of any member of any committee. The Committee will also monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.
4. The Committee will oversee and approve the management continuity planning process. With the input of the Risk Committee and the Chairman of the Board, the Committee will annually review and evaluate the Company's succession plans relating to the Company's chief executive officer and any other officer deemed appropriate by the Committee.
5. During the year, the Committee will solicit and receive input on the boards' performance from the directors. Based upon the feedback received and other information deemed relevant by the Committee, the Committee will evaluate at least annually the performance of the board and make such recommendations to the Board regarding board processes and other matters as the Committee deems appropriate to improve or ensure the effective functioning of the boards.
6. The Committee will recommend for adoption by the Board a set of corporate governance guidelines and charters for all committees of the Company and Bank, and on at least an annual basis thereafter, review and reassess the adequacy of these guidelines and recommend any proposed changes to the Board for approval. The Committee will also generally advise the Board as a whole on corporate governance matters.
7. The Committee will assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.
8. The Committee will review, approve and oversee any transaction between the company and any related person on an ongoing basis, in accordance with the company's Related Person Transactions Policy.
9. The Committee will perform any other activities consistent with this Charter, the Company's organizational documents and applicable law as the Committee or the Board deem appropriate.

VI. DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee will consist of fewer than two members and provided further that the Committee will not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

VII. COMMITTEE RESOURCES AND AUTHORITY

The Committee will have the resources and authority to retain a search firm to assist in identifying director candidates, and to obtain advice and seek assistance from internal or external legal or other advisers. The Committee will have the sole authority to select, retain, terminate and approve the fees and other retention terms of search firms, special counsel or other experts or consultants as it deems appropriate, without seeking the approval of the Board or management.

VIII. REPORTS AND PERFORMANCE REVIEW

The Committee shall, on an annual basis, review its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are, or should be, within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following:

- The adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board;
- The manner in which they were discussed or debated; and
- Whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained herein is intended to create, or should be construed as creating any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.