



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Board of Directors (the “Board”) of Hoyne Bancorp, Inc. (the “Company”) has established a Nominating and Corporate Governance Committee (the “Committee”) and has adopted this Nominating and Corporate Governance Committee Charter (this “Charter”) to govern the Committee’s operation. The purpose of the Committee shall be to assist the Board in identifying qualified individuals to become Board members, in determining the size and composition of the Board and its committees, in monitoring a process to assess Board effectiveness and in developing and implementing the Company’s corporate governance guidelines.

II. Committee Membership

The Committee shall consist of a minimum of three (3) directors, each of whom shall satisfy The Nasdaq Stock Market LLC listing standards for independence, subject to any applicable exceptions or cure periods, and Securities and Exchange Commission (the “SEC”) rules and regulation. The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Unless a chair is appointed by the full Board, the members of the Committee shall designate a chair by majority vote of the full Committee membership. The Board shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three, or in the event that the Board determines that the number of members on the Committee should be increased.

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving written notice to the chair of the Board, the Corporate Secretary or the Board. The Board shall appoint a successor when a resignation becomes effective if the resignation causes the minimum number of directors to be fewer than three; otherwise, the Board may appoint a successor when a resignation occurs.

III. Meetings

The Committee shall meet at least annually, either in person or telephonically, and may hold additional meetings as needed or appropriate. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information. A majority of the entire Committee membership shall constitute a quorum, and all actions taken by the Committee shall require the affirmative vote of a majority of the membership of the Committee.

IV. Authority and Responsibilities

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

- (i) To lead the search for individuals qualified to become members of the Board and to select or recommend to the Board potential director nominees to be presented for stockholder approval at the annual meeting of stockholders. The Committee shall select or recommend to the Board for nomination individuals who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment, who are effective, in conjunction with the other nominees to the Board and who satisfies the age-restrictions contained in the Company's Bylaws, in collectively serving the long-term interests of the stockholders. In addition, the Committee shall develop and recommend to the Board for approval procedures for the submission of recommendations of nominees by stockholders as it deems appropriate. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
- (ii) To review and monitor the Board's compliance with applicable SEC regulations and listing standards.
- (iii) To make recommendations to the Board regarding the size and composition of the Board and committees thereof and develop and recommend to the Board criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, diversity and stock ownership) for the selection of individuals to be considered for election or reelection to the Board and committees thereof.
- (iv) To review the Board's committee structure and to recommend to the Board for its approval directors to serve as members of each committee.
- (v) To develop and recommend Corporate Governance Principles to the Board for its approval. The Committee shall review the Corporate Governance Principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- (vi) Review, evaluate and recommend succession planning and management development for executive officers, including the Chief Executive Officer.
- (vii) Review the Code of Ethics on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- (viii) To delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.
- (ix) To retain any search firm engaged to assist in identifying director candidates and to approve related fees and retention terms.

- (x) To report its actions and recommendations to the Board after each Committee meeting.
- (xi) Periodically, to perform a self-assessment relative to the Committee's purpose, duties and responsibilities set forth herein.
- (xii) To review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Approved by the Board on November 21, 2025.