**GBANK FINANCIAL HOLDINGS INC.**
**CHARTER OF THE NOMINATING**
**AND CORPORATE GOVERNANCE COMMITTEE**

This Charter of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of GBank Financial Holdings Inc. (the "Company") has been adopted by the Board for the purpose set forth below. Unless the context otherwise requires, all references to the Company in this Charter include the subsidiaries and affiliates of the Company.

## Purpose of the Committee and Responsibilities

The purpose of the Committee, on behalf of the Board, is to assist the Board in discharging its duties related to corporate governance and nominating functions. Nominating functions are focused on identifying individuals qualified to become members of the Board and recommending to the Board candidates for election at the Company's annual meetings of stockholders. Governance functions are focused on developing and recommending to the Board a set of corporate governance principles and performing a leadership role in shaping the corporate governance of the Company.

To fulfill its responsibilities and duties, the Committee shall:

1. Make recommendations to the Board on the size and composition of the Board.
2. Develop and recommend to the Board criteria for identifying and evaluating director candidates considering, among other things, independence and qualifications of each candidate. Factors to consider for qualifications of candidates may include judgment, skill, diversity, experience with businesses and other organizations of comparable size and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.
3. Identify individuals believed to be qualified to become Board members, consistent with criteria developed by the Committee and recommended for approval the Board.
4. Recommend to the Board the nominees to be presented for election as directors by the stockholders of the Company at the annual meeting of stockholders.
5. Assist the Board in determining and monitoring whether or not each director and prospective director is "independent" within the meaning of the listing standards of The Nasdaq Stock Market, LLC ("Nasdaq"), and the rules and regulations of the U.S. Securities and Exchange Commission ("SEC").
6. Develop and oversee a director orientation program for new directors and continuing director education for continuing directors.
7. Exercise oversight of the evaluation of the Board and management.
8. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and review those guidelines from time to time as the Committee deems appropriate and recommend changes for approval by the Board.
9. Review the Company's Articles of Incorporation and Bylaws from time to time, and provide recommendations to the Board for consideration.
10. Review the Company's Code of Ethics from time and time and, if appropriate, recommend changes for approval by the Board.

11. Develop and recommend to the Board a succession plan for the appropriate members of the Company's executive team, and shall review such succession plans from time to time, and provide recommendations to the Board for consideration.

12. Regularly report to the Board concerning its actions but not less than once per year.

13. Annually review the provisions of this Charter and, if appropriate, recommend changes for approval by the Board.

**Committee Membership**

The Committee shall consist solely of "independent directors," *i.e.,* those directors who neither are officers or employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who are otherwise "independent" under the Nasdaq listing standards, SEC rules, or under applicable laws and regulations.

The Committee shall consist of three (3) or more directors, elected by the Board annually, who shall serve until their successors have been duly elected and qualified or until earlier resignation, death or removal from office. The members of the Committee shall be appointed by the Board. The Board may remove by a majority vote any director from the Committee at any time with or without cause. Any vacancy on the Committee shall be filled by a majority vote of the Board. Any director serving on the Committee will automatically cease to be a member of the Committee at any time that he or she ceases to be a director of the Company.

**Committee Structure and Operations**

The chairperson of the Committee shall be designated by the Board. If the Board does not designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson of the Committee.

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but at least once a year, at such times and places determined by the Committee chairperson. Alternatively, the Committee may take action by unanimous written consent in lieu of a meeting.

A majority of the members of the Committee present in person or by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear one another shall constitute a quorum. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may invite members of the Board, management and outside parties, including legal counsel and other advisers, to its meetings as it deems appropriate.

**Delegation to Subcommittee**

The Committee may, in its discretion, form and delegate all or a portion of its duties and responsibilities to one or more subcommittees of the Committee.

**Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of legal counsel, outside search firms, or other advisors or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

**Conflict with Board Resolutions or Directives**

In the event of an inconsistency or conflict between this Charter and any Board resolution, directive or action relating to this Committee, then such Board resolution, directive or action shall take precedence and govern.

**Disclosure of Charter**

This Charter will be made available as required by applicable laws and regulations and the Nasdaq listing standards.

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It is acknowledged that all of the above-listed tasks and focus areas may not be relevant to all the matters and tasks that the Committee may consider and act upon from time to time, and the members of the Committee in their judgment may determine the relevance thereof and the attention such items shall receive in any particular context. Nothing contained in this Charter 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.

Approved by the Board: June 21, 2025