

Charter of the Corporate Governance and Nominating Committee of the Board of Directors of BayCom Corp

(Adopted October 15, 2019)

I. Statement of Policy

The Corporate Governance Committee and Nominating (the “Committee”) shall be appointed by the Board of Directors (the “Board”) of BayCom Corp (the “Company”) for the purpose of: (i) identifying individuals qualified to serve as Board members, consistent with criteria approved by the Board; (ii) recommending to the Board the director nominees for election or appointment to the Board of Directors; (iii) taking a leadership role in shaping the Company’s corporate governance practices; and (iv) fulfilling the other responsibilities set forth in this Charter.

II. Committee Composition and Meetings

The Committee shall be comprised of three or more directors (including a chairperson) as appointed annually by the Board, each of whom shall be an independent director as defined by the Nasdaq Stock Market (the “NASDAQ”) listing standards and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment.

The Board shall have the power at any time to change the membership of the Committee and to fill vacancies, subject to any requirements of the NASDAQ, the Company’s Bylaws and this Charter. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority of the full Committee membership.

The Committee shall meet at least annually or more frequently as circumstances require. The Committee chairperson shall prepare and/or approve an agenda in advance of each meeting. If the chairperson is not available for a meeting, the other members of the Committee may appoint a temporary chairperson for such meeting.

III. Committee Duties, Responsibilities and Process

The Committee will cause to be kept adequate minutes of all its proceedings and will report regularly to the Board on the Committee’s activities. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent in lieu of a meeting. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), actions without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with: (a) any provision of this Charter; (b) any provision of the Bylaws of the Company; or (c) the laws of its jurisdiction of incorporation.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee shall have the following responsibilities:

1. Recommend to the Board the appropriate size of the Board and assist in identifying, interviewing and recruiting candidates for the Board.
2. Recommend candidates (including incumbents) for election and appointment to the Board of Directors, subject to the provisions set forth in the Company's Charter and Bylaws relating to the nomination or appointment of directors. In identifying candidates for membership to the Board of Directors, the Committee shall take into account all factors it considers appropriate in order for the Company to achieve its strategic business objectives and regulatory obligations, which may include, but not be limited to, (a) ensuring that the Board of Directors, as a whole, is diverse (including, without discrimination, diversity of race, gender, [religion, sexual orientation,] ethnicity, education, disability and age) and consists of individuals with various and relevant business and occupational experience, specialized knowledge or skills (such as an understanding of banking, marketing, finance, regulation and public policy), industry knowledge and experience, financial expertise (including expertise that may qualify a director as an "audit committee financial expert," as that term is defined by the rules of the Securities and Exchange Commission (the "SEC")), level of commitment to the Company's communities and shared values and (b) minimum individual qualifications, including strength of character, integrity and reputation, independence, leadership, mature judgment, familiarity with the Company's business and industry, willingness to commit the necessary time required for Board and Committee membership, independence of thought, number of other directorships and commitments (including charitable obligations), tenure on the Board, attendance at Board and committee meetings, stock ownership, and an ability to work collegially. The Committee also may consider the extent to which the candidate would fill a present need on the Board of Directors. An overriding principle is that all appointments to the Board shall be based upon merit and suitability of the candidate to the particular role being filled. Subject to this overriding principle, the Board will always have regard to the need to consider candidates from different backgrounds.
3. Review nominations submitted by stockholders that have been addressed to the corporate secretary and that comply with the requirements of the Company's Charter and Bylaws. Nominations from stockholders will be considered and evaluated using the same criteria as all other nominations.
4. Review proposals submitted by stockholders for business to be conducted at annual meetings of stockholders.
5. Annually recommend to the Board committee assignments and committee chairs on all committees of the Board and recommend committee members to fill vacancies on committees as necessary.
6. Consider and make recommendations to the Board regarding matters related to the Company's director retirement policy.

7. Periodically evaluate emerging best practices and make appropriate recommendations for Board approval, with respect to, among other things:
 - (a) the structure of various committees of the Board, the composition and individual members of such committees and the functions of the Board and the committees thereof;
 - (b) the Board's leadership structure, given the Company's characteristics or circumstances at the time (including consideration of whether the chief executive officer and chairman positions should be separated or combined), and the Board's role in the risk oversight of the Company and how this oversight function is administered;
 - (c) Director access to management;
 - (d) Board tenure and retirement policies;
 - (e) Board and Committee self-assessments;
 - (f) Director orientation and continuing education; and
 - (g) other matters deemed advisable to improve the overall effectiveness of the Board.
8. Conduct, at least annually, a performance assessment of the Board and report its findings to the Board, and at least annually conduct a self-evaluation of the Committee.
9. Review, at least annually, the Company's Code of Business Conduct and Ethics and if appropriate, make recommendations for Board approval with respect to modifications or enhancements thereto, and consider requested waivers thereof, if any, for directors and executive officers, and recommend any such waivers deemed appropriate to the Board for its approval.
10. Review, at least annually, the Company's Insider Trading Policy and recommend any proposed changes to the Board for its approval.
11. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for its approval. Ensure the publication of this Charter in accordance with the regulations of the SEC.
12. Establish procedures for the regular ongoing reporting by Board members of any developments that may affect his or her qualifications or independence as a director and make recommendations as deemed appropriate.
13. Perform any other activities consistent with this Charter as the Committee deems necessary or appropriate and perform any other duties or responsibilities delegated to the Committee by the Board from time to time or assigned to the Committee by applicable law, rule, regulation or stock exchange listing standard.

IV. Investigations and Studies; Outside Advisers

The Committee may conduct or authorize studies of or investigations into matters within the Committee's scope of responsibilities, shall have full access to all necessary books, records and personnel of the Company and may retain, at the Company's expense, such counsel or other advisers as it deems necessary (which may, if the Committee deems it appropriate, be the Company's regular counsel or advisers). The Committee shall have the authority to retain or terminate one or more search firms to assist the Committee in carrying out its responsibilities, including authority to approve the firm's fees and retention terms, which fees shall be borne by the Company.