



## NOMINATING COMMITTEE CHARTER

### Purpose

The Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of C&F Financial Corporation (together with its subsidiaries, the “Company”) to assist the Board in fulfilling its responsibilities regarding the following:

- identification of individuals who have the experience, qualifications, attributes and/or skills to serve on the Board;
- recommendation to the Board for selection of candidates for all directorships to be filled by the Board or by the Company’s shareholders; and
- other duties, responsibilities and activities as may be set forth in this Charter or directed by the Board.

### Committee Membership

The Committee shall consist of a minimum of five (5) directors. Each member of the Committee shall be “independent” under the applicable requirements of NASDAQ, as interpreted by the Board in its business judgment. The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board may determine and until their successors shall be duly qualified and appointed. The Board shall designate a chairperson for the Committee.

### Meetings, Structure and Operations

The Committee shall meet as frequently as the Committee deems necessary. The operation of the Committee, including with respect to actions without meetings, notice of meetings and waiver of notice, quorums and voting requirements, shall be as set forth in the Company’s Bylaws.

All directors who are not members of the Committee may generally attend meetings of the Committee but may not vote on any matter coming before the Committee for a vote. Additionally, 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.

In carrying out its responsibilities, the Committee may delegate its responsibilities to a subcommittee of the Committee, and, to the extent not expressly reserved to the Committee by the Board or by applicable law, rule or regulation, to any other committee consisting entirely of directors who meet the independence requirements of NASDAQ.

## **Committee Duties, Responsibilities and Authority**

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee.

### Board Selection, Composition and Evaluation

- Establish and periodically review criteria for the selection of new directors to serve on the Board.
- Identify individuals believed to have the experience, qualifications, attributes and/or skills to serve on the Board and recommend to the Board for selection the candidates for all directorships to be filled by the Board or by the Company’s shareholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include, but not be limited to, (i) ensuring that the Board, as a whole, is diverse and consists of individuals with various backgrounds, various and relevant career experience, relevant technical skills, industry knowledge and experience, cybersecurity and technology knowledge, financial expertise (including expertise that could qualify a director as an “audit committee financial expert,” as that term is defined by the rules of the Securities and Exchange Commission), local or community ties and (ii) minimum individual qualifications, including high level leadership experience in business activities, breadth of knowledge about issues affecting the Company, time available for meetings and consultation on Company matters, strength of character, mature judgment, independence of thought 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.
- Review and make recommendations to the Board as to whether members of the Board should stand for re-election. Consider matters relating to the retirement of members of the Board, including term limits or age limits.
- In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board the class of directors in which the director-nominee should serve.
- Evaluate candidates for nomination to the Board, including those recommended by shareholders in writing. In that connection, the Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate.
- Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates for nomination to the Board.
- Consider questions of independence and possible conflicts of interest of members of the Board and executive officers (including the other boards on which they serve), and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interests of all shareholders.

- Review and make recommendations to the Board, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise, is sufficiently diverse, and complies with applicable independence, board diversity and other requirements of NASDAQ.
- Oversee and recommend (i) director orientation programs and processes for newly-elected or appointed Board members or committee members and (ii) continuing education opportunities for Board members, including committee-specific education opportunities.
- Oversee evaluation of the Board and its performance.

#### Committee Selection, Composition and Evaluation

- Recommend to the Board members of 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 the Committee deems relevant, and where appropriate, make recommendations to the Board regarding the removal of any member from any committee.
- Recommend to the Board members of the Board to serve as the chairpersons of the committees of the Board.
- Establish, monitor and recommend to the Board the purpose, structure and operations of the various committees of the Board, and the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations to the Board regarding periodic rotation of directors among the committees and the imposition of any term limitations of service on any committee of the Board.

#### **Reporting of Committee Activities to the Board of Directors**

The Committee shall maintain minutes or other records of its meetings and activities. The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make such report.

#### **Committee Resources**

In order to carry out the duties conferred upon the Committee by the Charter, the Committee has the sole authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, any search firm to be used to assist it in identifying candidates to serve as directors of the Company, or other experts or consultants, as it deems appropriate. The Company shall provide the Committee appropriate funding, as determined by the Committee in its sole discretion, for the payment of reasonable compensation to any such counsel, search firm, or other experts or consultants.

#### **Annual Evaluation**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and

recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Approved this 16th day of December 2025

**BOARD OF DIRECTORS**

C&F FINANCIAL CORPORATION