

**Chemung Financial Corporation Board of Directors**  
**Nominating and Governance Committee Charter**  
*(as adopted March 18, 2024)*

**Purpose**

The purpose of the Nominating and Governance Committee (the "Committee") is to ensure that the Board of Directors ("the Board") of Chemung Financial Corporation (the "Corporation") is properly constituted to meet its fiduciary obligations to stockholders and the Corporation and that the Corporation has and follows appropriate governance standards. To carry out this purpose, the Committee shall: (1) assist the Board by identifying prospective director nominees and to recommend to the Board the director nominees for the next annual meeting of stockholders; (2) develop and recommend to the Board the governance principles applicable to the Corporation; (3) oversee the evaluation of the Board and its committees (4) recommend to the Board membership for each committee and (5) Approve, monitor and periodically review both employee directors and non-employee directors other directorships.

**Committee Membership and Organization**

The Committee shall be comprised of no fewer than five (5) members. The majority of the members of the Committee shall meet the independence requirements of applicable laws, rules or regulations governing independence as determined by the Board. The members of the Committee shall be appointed and replaced by the Board.

**Committee Responsibilities and Authority**

1. Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
2. Determine desired Board member qualifications, expertise and characteristics and conduct searches for potential Board members with corresponding attributes. Evaluate and propose nominees for election to the Board. In performing these tasks, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates.
3. Oversee the Board and Board Committee performance evaluation process including, if the Committee deems it desirable, conducting surveys of director observations, suggestions and preferences.
4. Form and delegate authority to subcommittees when appropriate.
5. Evaluate and make determinations concerning the appointment of directors to Board committees and the selection of Board committee chairs. Consider stockholder nominees for election to the Board in accordance with the Corporation's By-Laws.

6. Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
7. Conduct an annual review on succession planning, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive management positions.
8. Review, approve and monitor the Corporation's code of ethics for its directors, officers and employees.
9. Approve, monitor and periodically review all directors' service on the boards of other public companies to ensure that an employee director of the Corporation will serve on the board of no more than two public companies and a non-employee director will serve on the board of no more than three other public companies. Each director will serve on the boards of other public and private companies and not-for-profit entities only to the extent that, in the judgment of the Nominating and Governance Committee, such services do not detract from the director's ability to devote the necessary time and attention to the Corporation.
10. Make regular reports to the Board.
11. Review and reassess this Charter periodically and make recommendations to the Board for any proposed changes.
12. Periodically review and evaluate its performance under the Charter
13. In performing its responsibilities, the Committee shall have the authority to engage, determine funding for, and obtain advice, reports or opinions from internal or external counsel and expert advisors.
14. Discharge any duties, responsibilities or activities delegated to the Committee by the Board from time to time.

The Committee shall not be required to address each responsibility set forth above at each meeting of the Committee but rather shall take such actions at such times as are reasonably necessary to carry out the responsibilities set forth herein.

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