

**STERLING BANCORP, INC.**  
**NOMINATING COMMITTEE CHARTER**

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**PURPOSE**

The Board of Directors has appointed the Nominating Committee (the “*Committee*”) to assist the Board of Directors in fulfilling its responsibilities to provide director oversight of nominations for election to the Board of Directors.

**MEMBERSHIP**

The Committee shall be composed of three or more directors appointed by the Board of Directors, one of whom shall be designated by the Board of Directors as the Chair.

**DUTIES AND RESPONSIBILITIES**

The Committee has full power and authority to perform the responsibilities of a public company nominating and corporate governance committee under applicable law, regulations, and stock exchange rules.

The Committee has the authority and responsibility to:

- Develop and recommend to the Board of Directors criteria for the selection of candidates for election as directors;
- When required or advisable, lead the search for individuals qualified to serve on the Board of Directors, including appropriate consideration of candidates recommended by shareholders, management and directors;
- Prior to each annual meeting of shareholders, recommend to the Board of Directors a slate of persons to be considered as nominees of the Board of Directors for election to the Board of Directors (which may be divided into classes consistent with the Company’s governing documents) and for whom the Board of Directors will solicit proxies. In the interim between annual meetings, the Committee shall recommend to the Board of Directors persons to be appointed to fill vacancies by action of the Board of Directors;
- Review and recommend to the Board of Directors any changes in the size and composition of the Board of Directors;
- Review and make recommendations to the Board of Directors with respect to the independence of all incumbent directors as required by the Company’s governing documents, Board of Directors requirements, and Nasdaq Listing Rules and applicable law;
- Assess the skills, attributes, qualifications and contributions of incumbent directors considered for re-election to the Board of Directors as a part of the nomination process;
- Periodically review and make recommendations to the Board of Directors on the Board of Director policies and practices relating to corporate governance, independence of directors, stock ownership of directors, attendance, conflicts of interest, ethics, and business conduct;
- Determine, review and oversee policies and procedures to facilitate and review shareholder communications to the Board of Directors; and
- Review and make recommendations to the Board of Directors regarding response to proposals of shareholders that relate to corporate governance.

The Committee also has and will have any additional powers, authority and responsibilities which are delegated to the Committee by the Board of Directors. The powers, authorities and responsibilities of the Committee which relate to specific laws, regulations and rules shall continue and apply to any applicable successor or amended laws, regulations and rules. The Committee may establish subcommittees of the Committee and delegate authority and responsibility to subcommittees or any individual member of the Committee.

The Committee will keep minutes, make regular reports to the Board of Directors and propose any necessary action to the Board of Directors. The Committee will review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board of Directors for approval.

#### **ADVISORS**

The Committee has authority to engage consultants, advisors and legal counsel at the expense of the Company. The Committee has authority to approve contracts with and payment of fees and other compensation of consultants, advisors and legal counsel. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any consultants, advisors or legal counsel employed by the Committee and ordinary administrative expenses of the Committee.

#### **ROLE OF OFFICERS**

The Company's executive officers shall serve as a resource to the Committee and provide advice, information, analysis and documentation to the Committee upon request. In appropriate cases, in its discretion, the Committee may delegate its authority to the executive officers, being mindful that the Committee and the Board of Directors are responsible to the Company's shareholders to perform the functions and fulfill the responsibilities charged to the Committee under this Charter. The Committee shall hold an executive session without officers present from time to time as the Committee determines.

#### **SCOPE OF RESPONSIBILITY**

The Committee and its members have the duties and responsibilities expressly stated in this Charter or imposed by law. These duties and responsibilities of a member of the Committee are in addition to those duties applicable to all members of the Board of Directors. It is not the duty of the Committee to conduct investigations or to ensure compliance with laws and regulations. In discharging his or her duties, each member of the Committee is entitled to rely on financial statements, financial data information, opinions, reports and statements, prepared or presented by officers, employees, consultants, advisors, legal counsel, accountants, and other persons he or she reasonably believes to be reliable and competent in the matters presented.