



CHARTER OF THE GOVERNANCE COMMITTEE

**APPROVED BY THE BOARD OF DIRECTORS OF
HARFORD BANK ON JULY 16, 2026**



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Purpose

The Governance Committee (the Committee) is appointed by the Board of Directors (the Board) to assist the Board in fulfilling its oversight responsibilities with respect to the corporate governance practices and procedures of Harford Bank (the Bank), including review of proposed amendments to governing documents to assure clarity, consistency, and legal compliance; leadership training and orientation for new Board members; and providing guidance on organizational structure.

Membership

The Committee will consist of at least four (4) members, each of whom is a non-employee director.

The Board Chair nominates, and the Board appoints, the members of the Committee and the Committee Chair for a one- (1) year term at the annual Organizational Meeting, which typically occurs after the conclusion of the Annual Meeting of Shareholders. Committee members may be replaced or removed by the Board, by majority vote, at any time with or without cause.

The responsibilities of a member of the Committee are in addition to responsibilities as a member of the Board of Directors. Each non-employee director serving on the Committee will be compensated separately for service on the committee.

Authority and Responsibilities

Except as provided or required otherwise by applicable law or the Bank's charter or bylaws, the Committee shall:

- Investigate, or authorize the investigation of, any matters within its scope of responsibilities, and enter into contracts with legal counsel or consultants having expertise in the area of corporate governance, subject to the approval of the Board.
- Review, on a regular basis, the overall corporate governance practices and policies of the Bank, evaluate overall governance effectiveness and efficiency, and recommend improvements, including improvements to the Board's operations, to the Board for approval and implementation.

- Oversee the Board's governance practices, including transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Review the composition of the Board and identify the current and future needs of the Bank to ensure appropriate Board diversity, experience, skills, and perspectives. Recommendations should include a review of committee and committee chair diversity.
- Identify potential director candidates for election to the Board. The Committee will evaluate the needed skillsets at the time of vacancy and recommend appropriate candidates for consideration. The Committee shall conduct initial candidate interviews and will include broader Board representation in the selection process as appropriate.
- Oversee and monitor new director onboarding and orientation.
- Provide guidance to management on issues related to organizational structure, with a focus on carrying out the Bank's mission.
- Review and develop recommendations regarding the Bank's governing documents, including the Articles of Incorporation, Bylaws, policies, committee charters, board position descriptions, and other related governing documents; and identify conflicts or changes that might be required, and assist with drafting appropriate wording to assure each revision clearly reflects the desired change.
- In coordination with management, train new and existing directors in the legal, fiduciary, financial, and ethical responsibilities of Board members and any appropriate continuing education training as may be required to remain informed of best practices.
- Oversee an annual evaluation of the effectiveness and performance of the Board and its committees.
- Identify emerging issues with which the Committee should become involved in the future.
- Review the Bank's Code of Ethics annually and recommend to the Board any appropriate changes or updates.
- Evaluate, and make recommendations to the Board with respect to, any requests for waivers from the Code of Ethics.
- Periodically as needed, review and recommend to the Board for approval or ratification, any transactions involving the Bank and any member of the Board and/or his or her immediate family members or related entities.
- Review this charter annually and recommend any proposed changes to the Board for approval.
- Conduct an annual self-evaluation of the performance.
- Performing such other duties as may be requested by the Board.

In addition to the above, the Committee is authorized, subject to applicable law and the Bank's charter and bylaws, to take any action that is deemed necessary or appropriate to accomplish any action authorized by this charter.

Meetings

The Committee Chair presides over Committee meetings and sets the agendas. This Committee will meet quarterly or as often as deemed necessary to meet its responsibilities. A majority of the Committee shall constitute a quorum. All Committee members are expected to attend each meeting, in person or via telephone or electronic conference, or provide advance notice to the Chair if unable to attend. Attendance may be in person, electronically or by telephone at the discretion of the Chair of the Committee, provided all members can hear one another.

Meeting minutes from each meeting are provided to the Board at the next scheduled meeting to ensure the Board is apprised of all decisions and approvals needed.

The Committee may request that meetings be attended by officers or employees of the Bank or other advisors as deemed appropriate by the committee. The Committee may meet in Executive Session without members of management in attendance. Executive Session may be called by any member of the Committee.

Effective JULY 16, 2026