

## **ES BANCSHARES, INC.**

### **GOVERNANCE/NOMINATING COMMITTEE**

The Board of Directors of ES Bancshares, Inc. has created a Charter for its Governance/Nominating Committee as follows:

#### **I. Purpose**

The purpose of the Governance/Nominating Committee (the “Committee”) of the Board of this corporation is to assist the Board in (i) identifying qualified individuals to become Board members, (ii) in determining the size and composition of the Board and its committees, (iii) developing a process to assess Board effectiveness and (iv) making recommendations regarding developing corporate governance guidelines.

#### **II. Structure**

The Committee shall consist of a minimum of two members, as determined by the Board of Directors (the “Board”). Members of the Committee shall be appointed and may be removed by the Board. All members of the Committee shall be members of the Board and satisfy any applicable SEC and other standard for independence. The Committee shall meet at least once annually or more frequently as circumstances require.

#### **III. Responsibilities**

The functions of the Governance/Nominating Committee include the following:

1. Consider and recommend to the Board standards (such as independence, experience, leadership, diversity and stock ownership) for the selection of individuals to be considered for election or reelection to the Board;
2. Identify individuals qualified to become members of the Board;
3. Consider recommendations by stockholders for director nominations;
4. Conduct reviews as appropriate into the background and qualifications of director candidates;
5. Recommend candidates to the Board for nomination as directors;
6. Review the structure of the Board and its committees and make recommendations with respect thereto (including size and composition);
7. Consider and make recommendations regarding Board and committee performance; and

8. Consider and make recommendations regarding Board continuing education guidelines.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

#### **IV. Funding**

The Committee shall have the authority to retain director search firms, outside counsel and any other advisors as the Committee deems appropriate in its discretion. The Committee shall have sole authority to approve the related fees and retention terms.

#### **V. Recommendations**

The Committee shall report its actions and recommendations to the Board. The Committee shall review periodically the adequacy of this charter and recommend any proposed changes to the Board for approval.

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