

CHARTER FOR THE
NOMINATING AND GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS OF COUNTY BANCORP, INC.

I. PURPOSE

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors of County Bancorp, Inc. (the “Company”) is to provide assistance to the Board of Directors in the selection of candidates for election to the Board of Directors, including identifying, as necessary, new candidates who are qualified to serve as directors of the Company, recommending to the Board of Directors the candidates for election to the Board of Directors, and monitoring and advising the Board of Directors on other corporate governance matters and practices.

II. COMMITTEE COMPOSITION.

The Committee will be comprised of at least two members, consisting solely of “independent” directors, as defined by applicable law, including the rules and regulations of the Securities and Exchange Commission and the rules of The NASDAQ Stock Market LLC. All Committee members shall have, in the judgment of the Board of Directors, the experience, expertise and judgment necessary to evaluate candidates for directors or committee appointments and to advise the Board of Directors on matters of corporate governance.

The members of the Committee will be appointed by the Board of Directors after taking into account the recommendations of the Committee. A member will serve until his or her successor is appointed, until his or her resignation from the Committee, until his or her position on the Committee is eliminated due to a reduction in the size of the Committee, until he or she is removed from the Committee, or until his or her service on the Board of Directors terminates.

The chairperson of the Committee will be the member of the Committee appointed to serve in such capacity by the Board of Directors from time to time.

III. MEETINGS AND REPORTS.

The Committee will meet as frequently as the Committee deems necessary, but the Committee will meet at least annually. Meetings of the Committee may be called by or at the request of the Chairman of the Board of Directors, the chairperson of the Committee, or otherwise as provided in the bylaws of the Company. The Committee will report periodically to the Board of Directors regarding the Committee's activities.

IV. SPECIFIC RESPONSIBILITIES AND AUTHORITY

The specific responsibilities and authority of the Committee are as follows:

1. Periodically review the Company's board candidate nomination guidelines and recommend to the Board of Directors for adoption amendments to such guidelines and bylaws that the Committee deems necessary or appropriate.
2. Identify, as necessary, new candidates who are qualified for Board membership in accordance with the guidelines adopted by the Board of Directors.
3. Review the qualifications of all candidates proposed for Board membership, including any candidates nominated by shareholders in accordance with the Company's bylaws, in light of the guidelines adopted by the Board of Directors. For candidates so nominated by shareholders, review and evaluate information available to the Committee regarding such candidates and apply the same criteria, and follow substantially the same process in considering them, as the Committee does in considering other candidates.
4. Annually recommend to the Board of Directors the nominees to stand for election at the Annual Meeting of Shareholders of the Company and, as necessary or deemed appropriate, recommend nominees to fill vacancies on the Board of Directors and, in consultation with the Chairman of the Board of Directors, recommend the directors to be

appointed to each committee of the Board of Directors.

5. Assess the independence of the directors and nominees.
6. Review the qualifications and performance of incumbent directors.
7. Coordinate the bi-annual self-evaluation of the performance of the Board of Directors and each of its committees.
8. Monitor compliance with the Company's Code of Business Conduct and Ethics by the non-management directors.
9. Establish and review corporate governance guidelines.
10. Develop and periodically review succession plans for the directors and periodically report to the Board of Directors on these matters.
11. Oversee director orientation and continuing education.
12. Undertake such additional activities within the scope of the purpose of the Committee as the Committee or the Board of Directors may from time to time determine.

V. DELEGATION; USE OF ADVISERS.

The Committee may, if it deems appropriate from time to time, delegate authority with respect to any of its functions to a subcommittee of the Committee.

In the course of fulfilling its duties, the Committee has the sole authority to retain its own independent advisers in its sole discretion, including any search firm to be used to identify director candidates, and to approve the fees and other retention terms of any adviser and to terminate such adviser.

VI. ANNUAL EVALUATION.

The Committee will evaluate its performance, and review and reassess this charter, on an annual basis.

12055642.3

Approved by the Board Nominating and Governance Committee on October 15, 2019

Approved by the Board of Directors on November 19, 2019