

## **Nominating & Governance Committee Charter**

### **I. Purpose**

The primary purposes of the Nominating & Governance Committee (the “Committee”) of the board of directors of Landmark Bancorp, Inc. (the “Company”) are to (1) identify and select qualified individuals to serve as directors of the Company and nominate such individuals for election as directors at the Company’s annual meeting of stockholders and (2) develop and establish corporate governance policies and procedures for the Company.

### **II. Committee Composition and Procedure**

The Committee shall consist of at least three members, each of whom shall satisfy the independence requirements of the Securities and Exchange Commission, the Nasdaq Stock Market Inc. and any other body with regulatory authority over the Company. The board of directors shall appoint the members of the Committee. The members of the Committee shall serve until their successors are appointed and qualify, and may designate a Chairman of the Committee. The board of directors shall have the power to change the membership of the Committee and to fill any vacancies on the Committee.

The Committee shall meet with such frequency and at such intervals as it shall determine necessary to carry out its duties and responsibilities, but in no event shall the Committee meet less than once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee shall maintain minutes of its meetings and records relating to those meetings and the Committee's activities and shall provide copies of such minutes to the board of directors. The Committee shall determine its rules of procedure.

### **III. Duties and Responsibilities of the Committee**

The Committee’s duties and responsibilities are generally to: (1) identify individuals qualified to become members of the board of directors and select such individuals as director nominees for the next annual meeting of stockholders of the Company; and (2) develop and establish corporate governance policies and procedures for the Company. In accomplishing these duties and responsibilities, the Committee shall possess the following powers and duties:

(a) The Committee shall develop, recommend to the board, and periodically review qualification criteria for membership on the board of directors, which such criteria shall be approved by the board of directors.

(b) The Committee shall nominate individuals to stand for election at each annual meeting of stockholders. In determining who the Committee shall nominate, the Committee shall evaluate the incumbent directors whose terms expire at the upcoming meeting and determine whether those individuals satisfy the qualification criteria for continued membership on the board of directors, and the Committee shall make a determination as to whether to

nominate the incumbent directors to serve for an additional term on the board. If there are vacancies on the board, if an incumbent director will not be nominated to serve an additional term, or if the board of directors expands the number of directors to serve on the board of directors, then the Committee shall seek out and interview individuals qualified to become members of the board of directors in accordance with the qualification criteria established by the Committee. In the event that a stockholder nominates an individual to serve as a director in accordance with the Company's bylaws and the applicable federal and state laws, the Committee shall evaluate the individual to determine whether the individual satisfies the qualification criteria and determine whether the individual will be nominated by the Committee to serve on the board.

(c) The Committee shall, at least annually, determine whether each director and any nominee, is "independent" as such term is defined in the requirements of the Securities and Exchange Commission, the Nasdaq Stock Market Inc., and any other body with regulatory authority over the Company.

(d) The Committee shall, at least annually, evaluate the performance, structure and authority of the committees of the board of directors, including the Audit Committee, the Compensation Committee and the Nominating and Governance Committee. The Committee shall make recommendations to the board of directors with respect to the assignment of individual directors to the committees of the board of directors.

(e) The Committee shall oversee the evaluation of the Chief Executive Officer of the Company and his functions and shall make recommendations to the board of directors.

(f) The Committee shall periodically review, with the Chairman of the board of directors and the Chief Executive Officer of the Company, the succession plans of the Company relating to positions held by executive officers, directors and the Chairman and shall make recommendations to the board of directors with respect to management and director succession.

(g) The Committee shall review and assess, at least annually, the adequacy of the Company's corporate governance policies and procedures in light of the legal and regulatory requirements applicable to the Company, its directors, officers and employees, and shall amend and supplement such policies and procedures as the Committee determines are appropriate and as approved by the board of directors.

(h) The Committee shall develop and maintain, and shall recommend to the board of directors that it adopt, a Code of Business Conduct and Ethics for the Company. Such code shall address various legal and regulatory issues applicable to the directors, officers and employees of the Company.

(i) The Committee shall make regular reports to the board of directors regarding nominating and corporate governance matters.

(j) The Committee shall review and assess the adequacy of this Charter annually, and shall recommend any proposed amendments relating to the Committee's duties with respect to nominating or corporate governance matters to the board of directors for approval.

(k) The Committee may form and delegate authority to subcommittees or individual members of the Committee, where appropriate, with respect to nominating and corporate governance matters.

(l) The Committee shall have the authority to engage outside advisors, as it deems necessary or advisable, for carrying out its purposes and responsibilities, and provide appropriate funding for payment of reasonable compensation to any such advisor.

(m) The Committee shall oversee the board's self-assessment and evaluation procedures that is done on a periodic basis.

(n) The Committee shall be responsible for director orientation for all new directors, as well as continuing education for directors.