



# NOMINATING AND GOVERNANCE COMMITTEE CHARTER

OF  
STEWARDS, INC.

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## MEMBERSHIP

The Nominating and Governance Committee (the "Committee") of the board of directors (the "Board") of Stewards, Inc. (the "Company") shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the rules of the NASDAQ Stock Market.

Members of the Committee shall be appointed by the Board and shall serve for such terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

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## PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to:

- the Company's director nominations process and procedures;
- developing and maintaining the Company's corporate governance policies;

- fulfilling governance-related requirements under federal securities laws; and
  - overseeing the evaluation of the performance of the Board and its committees.
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## **DUTIES AND RESPONSIBILITIES**

The Committee shall have the following authority and responsibilities:

**(a)**

Identify and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board. The Committee shall consider director candidates recommended by stockholders in accordance with the procedures described in the Company's proxy statement.

**(b)**

Recommend to the Board the nominees for director to be submitted for stockholder approval at the annual meeting.

**(c)**

Develop and recommend to the Board a set of corporate governance guidelines for the Company; review such guidelines annually; and recommend updates. Oversee the Company's governance practices, including reviewing and recommending changes to related documents and policies.

**(d)**

Oversee the process for the annual evaluation of the Board and its committees and ensure the evaluation is completed.

**(e)**

Review the Board's committee structure and composition; recommend directors for committee membership and recommend committee chair assignments annually.

**(f)**

If vacancies occur on the Board or any committee, identify and recommend candidates to fill such vacancies, whether by stockholder election or Board appointment.

**(g)**

Review and discuss with management disclosures related to the Committee's operations and to director independence, and recommend inclusion of such disclosures in the Company's proxy statement or Form 10-K, as applicable.

**(h)**

Monitor compliance with the Company's Code of Business Conduct and Ethics (the "Code"), investigate alleged violations, and enforce the provisions of the Code.

**(i)**

Develop and recommend to the Board a policy on Company political contributions and lobbying expenses; annually review reports on such activities; and recommend any changes to the policy.

**(j)**

Take reasonable measures to confirm that each executive officer and director has fully and timely completed and submitted a D&O questionnaire to the Company's SEC Compliance Officer in connection with any proxy statement or required SEC filing.

In the event of a knowing failure to complete or timely submit a D&O questionnaire, the Committee shall:

1. instruct the Company to exclude the applicable person from the relevant proxy statement and ballot (if applicable), and
2. advise the Board of such failure.

**(k)**

Develop and oversee a Company orientation program for new directors and a continuing education program for current directors.

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## **OUTSIDE ADVISORS**

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice of:

- a director search firm,

- outside legal counsel, and
- any other advisors necessary to fulfill its responsibilities.

The Committee shall:

- set the compensation of such advisors,
- oversee their work, and
- receive appropriate funding from the Company to pay such advisors.

All such advisors must be independent as determined by the Committee.

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## **STRUCTURE AND OPERATIONS**

The Board shall designate a chairperson of the Committee.

The Committee shall meet at least quarterly, at times and places it deems necessary. The chairperson, in consultation with Committee members and management, shall determine the frequency and length of meetings and set the agenda.

The Committee shall report regularly to the Board regarding its actions and recommendations.

The Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver, quorum, and voting as applicable to the Board.

The Committee shall review this Charter at least annually and recommend any changes to the Board.

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## **DELEGATION OF AUTHORITY**

The Committee may delegate any of its responsibilities, including authority to act, to one or more subcommittees as it deems appropriate.

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## **PERFORMANCE EVALUATION**

The Committee shall conduct an annual evaluation of its performance under this Charter and present the results to the Board. The evaluation shall be conducted in any manner the Committee deems appropriate.