



## **CPI CARD GROUP INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **Statement of Purpose**

This charter governs the operations of the nominating and corporate governance committee (the “Committee”) of the board of directors (the “Board”) of CPI Card Group Inc. (the “Company”). The purpose of the Committee is to consider, report and make recommendations to the Board on matters relating to the selection and qualification of directors of the Company and candidates nominated to serve as directors of the Company, as well as other matters relating to the duties of directors of the Company, the operation of the Board, corporate governance and matters relating to CEO succession planning for the Company.

#### **Membership**

The Committee shall consist of at least three (3) directors, each of whom shall be “independent” as defined under the listing requirements, standards or rules of any applicable securities exchange and/or inter-dealer quotation system on which the Company’s securities are listed and/or traded, to the extent required by such requirements, standards or rules. It shall be the responsibility of the Board to determine, in its judgment, whether a member is independent of management and free from any relationship or service to the Company that might interfere with his or her exercise of independent judgment in carrying out his or her responsibilities as a Committee member.

#### **Committee Organization and Procedures**

The members and chairperson shall be appointed by action of the Board and shall serve at the discretion of the Board. Appointments to the Committee shall conform to the Company’s bylaws, this charter and applicable legal and regulatory criteria, as appropriate under the circumstances. The chairperson shall preside over the meetings of the Committee and may call special meetings, in addition to those regularly scheduled, and is responsible for reporting to the Board the actions and recommendations of the Committee as appropriate. In the event the chairperson is not present at a Committee meeting, the Committee members who are present shall designate one member of the Committee to serve as chair of that meeting.

The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings should the Committee, in its discretion, deem it desirable to do so. A majority of the members of the Committee, present in person or by telephone, video conference or similar means of remote communication, shall constitute a quorum for the transaction of business and the action of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. Unless otherwise stated herein or established by the Committee, the Committee shall be governed by the same procedural rules, including rules regarding meetings, actions without meetings, notices and waivers of notice, as are applicable to the Board.

The Committee may, in its discretion and only to the extent consistent with applicable law and regulations, delegate certain of its authority to a subcommittee of the Committee. The Committee shall have the authority to cause investigations to be made of such matters within the scope of the

Committee's purposes and responsibilities as the Committee may deem appropriate. Such investigations may be made by the Company's employees or such other persons or firms as the Committee may direct. The Committee may require officers and employees of the Company to produce such information and reports, including reports to be provided annually or on other regular bases, as the Committee may deem appropriate.

In order to carry out its duties under this charter, the Committee shall have full access to any relevant records of the Company and is authorized, in its sole discretion, to select, retain, oversee, terminate and approve any search firm used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to select, retain, oversee, terminate and approve such other outside consultants (including independent legal counsel) as the Committee deems appropriate, without seeking the approval of management or the Board, including the authority to determine such other consultants' and/or counsel's fees and other retention terms. The Company shall provide appropriate funding to permit the Committee to perform its duties under this charter and for the payment of any such fees. Nothing in this paragraph shall be construed to (a) require the Committee to implement or act consistently with the advice or recommendations of the search firms or outside consultants; or (b) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

### **Responsibilities**

In fulfilling its responsibilities, the Committee shall:

1. Review the qualifications of and approve and recommend to the Board:
  - (a) those persons to be nominated for membership on the Board who shall be submitted to the stockholders for election at each annual meeting of stockholders; and
  - (b) those persons nominated to fill vacancies on the Board and newly created directorships in connection with an increase in the size of the Board.
2. Identify and consider potential director candidates in the event of (i) a vacancy on the Board and (ii) newly created directorships in connection with an increase in the size of the Board. The Committee shall seek individuals whose background, knowledge and experience would assist the Board in furthering the interests of the Company and its stockholders. In seeking nominees, the Committee may consider factors, such as industry knowledge and experience, international experience, public company experience, academic or research institution experience, government entity or regulatory experience, financial expertise, diversity, current employment and other board memberships.
3. Review and evaluate all potential director candidates submitted by the Company's stockholders.
4. Review and evaluate a director's offer to resign due to a material change in the director's principal occupation or business association. The Committee shall review whether it would be appropriate for the director to continue serving on the Board and recommend to the

Board whether, in light of the circumstances, the Board should accept the proposed resignation or request that the director continue to serve.

5. Review and make recommendations, at least annually, to the Board regarding the appropriate size, performance, composition, duties and responsibilities of the Board.
6. Review and make recommendations to the Board regarding the performance, composition, duties and responsibilities of the other committees of the Board.
7. Review and recommend to the Board tenure and retirement policies for directors.
8. Review potential conflicts of interest of prospective and current directors.
9. Assist the Board as appropriate regarding succession planning for the Chief Executive Officer of the Company, to include a review of the development plans of key internal successors.
10. Review and make recommendations to the Board regarding the function, structure and operation of the Board, including the preparation and review, at least annually, of the Company's corporate governance policies.
11. Oversee the Company's environmental, sustainability and governance efforts, progress and disclosures.
12. Develop procedures for stockholders and other interested parties to communicate with the Board, and advise the Board on appropriate engagement with stockholders.
13. Assist the Board in developing and implementing "best practices" to enhance the quality of the Company's corporate governance.
14. Monitor compliance with the Company's corporate governance policies.
15. Review the qualifications of and approve and recommend to the Board those persons to be appointed by the Board as officers of the Company.
16. Design, with the Company's management, an appropriate orientation program for new directors that includes background material, meetings with senior management and visits to Company facilities, as well as continuing education opportunities for all directors.
17. Oversee a self-evaluation process to be used by the Board and each committee of the Board to determine their effectiveness and opportunities for improvement. All of the Board and committee self-evaluations shall be performed on an annual basis.
18. Review and assess the adequacy of the self-evaluation process on an annual basis.
19. Evaluate its own performance annually and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

20. Review and assess the adequacy of this charter annually.
21. Discharge any other duties, responsibilities or activities delegated to the Committee by the Board from time to time.

The list of activities set forth above is not an exhaustive list of all of the permitted activities of the Committee, and the Committee may take such other actions as its members from time to time deem necessary or appropriate.

It shall be the responsibility of each member of the Committee to immediately disclose to the chairperson of the Committee any relationship that, either in fact or in appearance, might impact the independent judgment of such member in his or her service as a member of the Committee.

### **Meetings**

The Committee shall meet as frequently as the members of the Committee in their discretion deem desirable, but no less frequently than once per year. The Committee may also hold special meetings that may be called by telephone or written notice by the chairperson of the Committee. The Committee shall cause to be kept adequate minutes of its proceedings and shall report periodically, as deemed necessary or desirable by the Committee, to the Board regarding the Committee's actions and recommendations. The Committee may have in attendance such representatives of senior management, consultants, advisors or others as it may deem necessary to provide the necessary information to carry out its duties.

### **Reporting to Board**

The Committee shall report as to its activities to the Board and, where appropriate, its recommendations for action by the Board. Certain action by the Committee may be similarly reported to the Board for approval or ratification.

### **Miscellaneous**

Nothing contained in this charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Board or the Committee. The purposes and responsibilities outlined in this charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This charter, as amended from time to time, shall be displayed on the Company's website, and a printed copy of such shall be made available to any stockholder of the Company who requests it.

This charter may be amended or modified only by the Board.

Revised: 9/22/2021  
Reviewed: 10/2023