

TOMPKINS FINANCIAL CORPORATION
Nominating and Corporate Governance Committee Charter

Membership

At least three (3) directors as appointed by the Tompkins Financial Corporation (“TMP”) Board (“the Board”). Each shall be “independent” as designated by the Board in accordance with NYSE American listing standards and pertinent law. Each also shall be a “non-employee director” and “outside director” for purposes of satisfying requirements of Rule 16b-3 of the Securities and Exchange Act of 1934 and Section 162(m) of the Internal Revenue Code, respectively.

Responsibilities

This committee will assist the Board in governing the Corporation in compliance with all laws and regulations pertaining to corporate governance, including those related to board membership and composition. Specific responsibilities include:

1. To establish procedures for the nomination process and to nominate or recommend to the Board the nomination of qualified candidates for election to the Board. The Chair of the Board and the Chair of the Nominating and Corporate Governance Committee will also review all director nominations for Tompkins Community Bank Board (“TCB”) and the Community Bank Boards (“CBB”), which nominations may include those put forth by such boards. The Nominating and Corporate Governance Committee will evaluate all nominations for members of TCB and CBBs. If such nomination is approved by the Committee, the nominee would then be brought to the Corporate Board for approval. In the event there is a vacancy on the TCB or any CBB, this Committee shall have the authority to fill such vacancy until the next annual meeting of such affiliate/region.
2. To review and recommend Board practices and policies concerning corporate governance, and to review and approve the form of the Appointed Director Agreement for CBB directors, as applicable, and to review and approve, or recommend to the Board for approval, the CBB Charter.
3. Review and have oversight of “related party transactions” as required under NYSE American rules between the Corporation and its directors, executive officers and others.
4. To review annually and recommend to the Board concerning which directors qualify as “independent” under the NYSE American corporate governance listing standards.
5. To review and recommend the following policies to the Board:
 - a. Code of Conduct and Ethics for Directors;
 - b. Code of Conduct for the CEO and Senior Financial Officers;
 - c. Code of Conduct and Ethics for Officers and Employees;
 - d. Board Responsibilities Policy, including Board committee charters; and
 - e. Related Party Transactions Policy.
6. To review training initiatives for directors.

7. To periodically review the fees being paid to directors and the manner in which those fees shall be paid, and to make recommendations to the Board concerning any adjustments thereto as appropriate.

8. With respect to the Company's stewardship of environmental, social and governance matters ("ESG"), the Committee:

- a. reviews and provides oversight with respect to the Company's strategy and key initiatives related to sustainability and other ESG matters;
- b. Remains informed of the various ESG paradigms, and identifies whether and how to measure the Company's progress as against one or more such paradigms
- c. As appropriate, provides updates to the Board regarding the Company's and management's progress with ESG initiatives.

9. Reviews and approves items recommended for the Proxy Statement.

10. The Committee will review and make recommendations to the Board on committee chair and member assignments.

Establishment of Director Qualifications & Nomination Responsibilities.

The Committee is responsible for identifying, evaluating and recommending qualified candidates for election to the Board of Directors. To be considered for nomination to the Company's Board, each candidate must possess the following minimum qualifications and attributes: high personal values, judgment and integrity; an ability to understand the regulatory and policy environment in which the Company conducts its business; a demonstrated, significant engagement in one of the market areas served by the Company, based on one or more of the following within such market area—professional/business relationships, residence, and involvement with civic, cultural or charitable organizations; and experience which demonstrates an ability to deal with the key business, financial and management challenges that face financial service companies.

In assessing candidates, the Committee shall consider the above-described criteria, and shall also evaluate the candidate's: ability to understand, and willingness to engage, the issues presented to the Board; ability to exercise prudence and judgment, but also decisiveness; and ability to effectively communicate their ideas to the other members of the Board. In the case of incumbent Directors, these assessments are made based on past experience with a particular Director and, in the case of first-time nominees, these issues are explored during the interview and vetting process described below.

At least annually, and typically on a more frequent basis, the Committee shall engage in a discussion to identify candidates who fulfill the criteria described above. The Committee will also evaluate candidates who are identified by shareholders, by other members of the Board, and occasionally by members of the Company's leadership team. In identifying potential nominees, the Committee shall also consider whether a particular candidate adds to the overall diversity of the Board. The Committee shall seek nominees with a broad diversity of experience, professions and perspectives, including diversity with respect to race, gender, geography, and areas of expertise. The Committee is responsible for ensuring that women and minority candidates are included in the candidate pool from which director nominees are selected. The Committee shall

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accomplish this by encouraging all of directors to identify qualified women and minority candidates for service, and also by recruiting candidates beyond the traditional corporate/banking arena, and for example, recruiting qualified candidates who work in academic institutions or non-profit organizations, in addition to candidates with traditional “corporate” backgrounds. At least annually, the Committee shall monitor the composition of the Board to ensure it reflects a broad diversity of experience, professions, and perspectives, including diversity with respect to race, gender, geography, and areas of expertise.

Outside Advisors

The committee shall have the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions.

Meetings

The committee shall meet at least annually, either in person or telephonically, and at such times and places as the committee shall determine. The committee shall make regular reports to the Board on its activities. These reports will generally occur after each committee meeting or at such other times as the committee deems appropriate.