

**BANK7 CORP.**  
**NOMINATING AND CORPORATE GOVERNANCE RESOLUTIONS**

**As adopted by the Board on September 5, 2018**

**WHEREAS**, the board of directors (the “Board”) of Bank7 Corp. (the “Corporation”) does not currently have a Nominating and Corporate Governance Committee;

**WHEREAS**, the NASDAQ Stock Market listing standards (the “NASDAQ Rules”) require that director nominees be selected, or recommended for selection by the board of directors of such listed company, either by a nominations committee comprised solely of “independent directors” (as defined by NASDAQ Stock Market Listing Rule 5605(a)(2)) or independent directors constituting a majority of the independent directors of the board of directors in a vote in which only independent directors participate; and

**WHEREAS**, the Board desires that the independent directors of the Board (the “Independent Directors”) assist the Board by, among other things:

1. Identifying individuals qualified to become directors, consistent with the criteria approved by the Board, and recommending such director nominees for election to the Board for the next annual meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings;
2. Developing and recommending to the Board a set of corporate governance principles applicable to the Corporation;
3. Overseeing the evaluation of the Board and management;
4. Recommending members of the Board to serve on committees of the Board and evaluating the operations and performance of such committees;
5. Overseeing and approving the management succession process; and
6. Otherwise taking a leadership role in shaping the corporate governance of the Corporation.

**NOW, THEREFORE, BE IT RESOLVED**, that, in accordance with the NASDAQ Rules, the Board hereby approves and adopts these resolutions addressing the director nominations process and certain other matters.

**FURTHER RESOLVED**, that the Independent Directors shall meet periodically as circumstances dictate, such meetings to be called by a majority of the Independent Directors; that a majority of the Independent Directors shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Independent Directors; and that, unless otherwise restricted by the Corporation’s certificate of incorporation or bylaws, the Independent Directors may act by unanimous written consent in lieu of a meeting and any meetings of the Independent Directors may be held telephonically.

**FURTHER RESOLVED**, that all non-management directors that are not Independent Directors may attend meetings of the Independent Directors but may not vote and that the Independent Directors may invite to or exclude from their meetings any director, management of the Corporation and such other persons as they deem appropriate in order to carry out their responsibilities.

**FURTHER RESOLVED**, that the Independent Directors, in discharging their oversight role, are empowered to study or investigate any matter of interest or concern that the Independent Directors deem appropriate and shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention; that the Corporation shall provide appropriate funding, as determined by the Independent Directors, for payment of reasonable compensation to any consultant, legal counsel or other adviser retained by the Independent Directors, as well as funding for the payment of ordinary administrative expenses of the Independent Directors that are necessary or appropriate in carrying out their duties.

**FURTHER RESOLVED**, that the following functions, and such other responsibilities and duties delegated to them by the Board from time to time, shall be the common recurring activities of the Independent Directors in carrying out their responsibilities and that these functions should serve as a guide with the understanding that the Independent Directors may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes:

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board.
2. Identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board, the Independent Directors shall take into account all factors they consider appropriate, which may include (a) minimum individual qualifications, including strength of character, mature judgment, familiarity with the Corporation's business and industry, independence of thought and an ability to work collegially and (b) all other factors they consider appropriate, which may include age, gender and ethnic and racial background, existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, various and relevant career experience, relevant technical skills, relevant business or government acumen, financial and accounting background, executive compensation background and the size, composition and combined expertise of the existing Board. The Independent Directors also may consider the extent to which the candidate would fill a present need on the Board.

Review and make recommendations to the full Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to the retirement of members of the Board, including term limits or age limits, as well as the performance of such directors.

In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board the class of directors in which the director-nominee should serve and in accordance with any applicable provisions of the Corporation's certificate of incorporation or bylaws.

3. Evaluate candidates for nomination to the Board, including those recommended by shareholders on a substantially similar basis as they consider other nominees. In connection, the Independent Directors shall adopt procedures for the submission of recommendations by shareholders as they deem appropriate.

4. Retain and terminate any search firm to be used to assist them in identifying candidates to serve as directors of the Corporation, including sole authority to approve the fees payable to such search firm and any other terms of retention
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
6. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
7. Review and make recommendations, as the Independent Directors deem appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
8. Oversee the annual evaluation of the Board.

#### Independent Directors Selection, Composition and Evaluation

9. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Independent Directors deem relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
10. Recommend members of the Board to serve as the chairpersons of the committees of the Board.
11. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board.
12. Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board.

#### Implementation of Provisions of Shareholders Agreement

13. To the extent there is a shareholders agreement to which the Corporation is a party (as such may be amended from time to time) that governs the composition of the Board, the Independent Directors shall act appropriately to nominate individuals to serve as directors of the Board, to fill vacancies on the Board and to comply with such other matters as may be specified in such agreement, in each case, in accordance with such shareholders agreement.

### Corporate Governance

14. Review the adequacy of the certificate of incorporation and bylaws of the Corporation and recommend to the Board, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws.
15. Develop and recommend to the Board a set of corporate governance principles and keep abreast of developments with regard to corporate governance to enable the Independent Directors to recommend to the Board changes to the Corporation's Corporate Governance Guidelines in light of such developments as may be appropriate.
16. Review policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

### Continuity / Succession Planning Process

17. Oversee the evaluation of management.
18. Oversee and approve the management succession planning process. Review and evaluate the succession plans relating to the Chairman, Chief Executive Officer and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

### Reports

19. Report regularly to the Board including:
  - (i) following meetings of the Independent Directors; and
  - (ii) with respect to such other matters as are relevant to the Independent Directors' discharge of their responsibilities.

The Independent Directors shall provide such recommendations to the Board as the Independent Directors may deem appropriate. The report to the Board may take the form of an oral report by a designated member of the Independent Directors.

20. Maintain minutes or other records of meetings and activities of the Independent Directors.

### Annual Performance Evaluation

21. Perform a review and evaluation, at least annually, of the their performance, including by reviewing the compliance of the Independent Directors with these resolutions. In addition, the Independent Directors shall review and reassess periodically the adequacy of these resolutions and recommend to the Board any improvements to these resolutions that the Independent Directors consider necessary or appropriate. The Independent Directors will conduct such evaluations and reviews in such manner as they deems appropriate.

### *[General Authorizations]*

**FURTHER RESOLVED**, that the appropriate officers of the Corporation be, and each of them hereby is, authorized and empowered, on behalf of the Corporation and in its name, to do and perform such

acts and deeds, and to execute, acknowledge and deliver such further instruments, documents and certificates as the officers performing or executing the same deemed necessary or appropriate and as contemplated by these resolutions.

**FURTHER RESOLVED**, that all acts and things heretofore done by any such appropriate officer or authorized agents of the Corporation on behalf of the Corporation and in its name, on or prior to the date of the adoption of the foregoing resolutions, in connection with the transactions contemplated by such resolutions be, and the same hereby are, in all respects ratified, confirmed, approved, and adopted on behalf of the Corporation.