

Corporate Governance and Nominating Committee Charter

The Boards of Directors (the “Board”) of Meta Financial Group, Inc., and its subsidiaries, including MetaBank, N.A. (collectively the “Company”) have established this Charter to establish and direct activities of the Corporate Governance and Nominating Committee (the “Committee”). The Charter addresses the following: Authority and Purpose, Committee Membership, Appointments and Removal, Meetings and Rules of Order, Responsibilities, and Review Schedule.

1.0 Authority and Purpose

The purpose of the Committee is to assist the Board by considering and addressing matters relating to governance of the Board and the Company, to assist the Board in identifying qualified individuals to become Directors, to recommend to the Board Director nominees and to perform other duties, responsibilities and activities as may be set forth in this Charter or directed by the Board.

To assist with fulfilling its purpose, the Board authorizes the Committee to:

- Take any actions necessary to carry out provisions of this Charter or as are expressly delegated to the Committee by the Board from time to time
- Retain, if deemed necessary, a search firm to assist in identifying Director candidates, and retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Committee shall notify the Chairperson of the Board, or the Board of Directors, to the extent that it retains or terminates such outside counsel or advisors
- Delegate any of its responsibilities to a sub-committee(s) of its Members for the purpose of evaluating special or unique matters

2.0 Committee Membership

The Committee shall consist of a minimum of three (3) Directors, and all Members must be independent Directors. Members of the Committee shall qualify as “independent” if they meet the independence or “non-employee Director” requirements of the Internal Revenue Service, Securities and Exchange Commission (the “SEC”), NASDAQ, the Exchange Act, and any other government or regulatory body exercising authority over the Company, as interpreted by the Board in its business judgment.

3.0 Appointments and Removal

The Board shall conduct and oversee the following:

- Elect Members of the Committee annually, or more frequently at its discretion.
- Elect a Chairperson of the Committee. The Chairperson shall preside at each meeting. In the event the Chairperson is not available, the other Committee Members in attendance may appoint a temporary chairperson for such meeting by vote of a majority of the full Committee. Such temporary chairperson shall hold office only during that meeting and, upon the entrance of the Chairperson to that meeting, his/her temporary office shall be terminated.
- Accept a Member's resignation or remove a Member. A Member may resign by delivering his or her written resignation to the Committee Chairperson, or may be removed by majority vote of the Board by delivery to such Member written notice of removal to take effect upon delivery thereof or a specified date. A resignation from the Board shall be deemed to be a resignation from the Committee.
- Fill any vacancies on the Committee.

4.0 Meetings and Rules of Order

The Committee may determine the procedural rules for meetings and conducting its business consistent with the Company By-Laws. Further, the Committee shall act in accordance therewith, except as otherwise provided in this Charter or required by law. Adequate provisions shall be made for notice to Members of all meetings.

**Meeting
Frequency**

The Committee shall meet as frequently as needed and not less than one (1) time per year. A meeting may be called by the Chairperson of the Committee, by majority of the Members, or at the request of the Chairperson of the Board.

Quorum

A majority vote of the Members present at a meeting, if a quorum is present, shall constitute an act of the Committee. A majority of Members present in person or by conference telephone or other communications equipment, by means of which all persons participating in the meeting can hear each other, shall constitute a quorum.

**Action
Without a
Meeting**

Any action required or permitted to be taken by the Committee at a meeting may be taken without a meeting if all Members consent thereto in writing and the writing is filed with the Committee minutes.

Non-Member Attendance

The Chairperson of the Committee may invite to its meetings any Director, member(s) of Company management, and such other persons as it deems appropriate in order to carry out its responsibilities; however, Directors who are not Members of the Committee may not vote on any matter coming before the Committee for a vote. The Lead Director, when the Company has one, shall be invited and encouraged to attend all Committee meetings. The Committee may also exclude from its meetings any person, other than an independent Director who wishes to attend, that it deems appropriate in order to carry out its responsibilities.

Minutes

The Committee shall maintain minutes of its meetings and report its actions and recommendations to the Board.

5.0 Responsibilities

In furtherance of its purpose, the Committee shall have the following responsibilities:

Corporate Governance

The Committee is responsible to:

- Monitor independence in appearance and fact of current Directors and nominees by reviewing situations that present potential conflicts of interest, which may impact Director independence
- Review at least annually the Code of Business Conduct and make any recommendations considered appropriate that relate to modifications or enhancements of such codes to the Board
- Review the Company's Corporate Governance Guidelines at least annually and recommend changes as necessary to the Board

Director Nominations

The Committee is responsible to:

- Establish and periodically review criteria for the selection of new Directors to serve on the Board
- Lead the search for individuals qualified to become Directors; identify, evaluate and recruit candidates and recommend to the Board, on an annual basis, Director nominees for stockholder approval at the next annual meeting and at other times as needed or deemed appropriate

The Committee shall select individuals as Director nominees who demonstrate business and professional accomplishments, integrity, ability to make independent analytical inquiries, ability to understand the Company's business, relevant expertise and experience, commitment to the stockholders of the Company and willingness to devote the necessary time to Board duties

- Review and make recommendations to the Board as to whether Directors should stand for re-election, considering matters relating to the retirement of Directors, including age limits
- Present, when nominating a non-incumbent Director(s) to the Board, a career profile illustrating the background and qualifications for membership
- Develop and coordinate an onboarding program for all new Directors, with the assistance of management and periodically evaluating the program and recommending to the Board such changes and updates to the program as it deems appropriate
- Oversee continuing education opportunities for Directors, including committee-specific education opportunities

Oversight of Board Matters

The Committee is responsible to:

- Review and make recommendations to the Board, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise, is sufficiently diverse, and complies with the applicable independence and other requirements of NASDAQ
- Evaluate each outside Director against the established independence criteria and presenting the findings and recommendations to the Board
- Make recommendations to the Board from time to time as to the structure and composition of the various committees of the Board regarding the appointment of Directors to serve as members and chairpersons of such committees
- Oversee the Board’s annual self-assessment of its own performance

6.0 Review Schedule

Evaluations

The Committee shall annually review and evaluate its own performance.

Charter Review

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for consideration and approval.