

## **FSB BANCORP, INC.**

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

The nominating and corporate governance committee (the “Committee”) of the board of directors of FSB Bancorp, Inc. (the “Company”) shall consist of a minimum of three directors, as determined by the board. Members of the Committee shall be appointed by the Chairman of the Board of Directors and may be removed by the board of directors. All members of the Committee shall be independent directors. As a nominating committee the members choose to satisfy the Nasdaq Marketplace Rules for independence.

The purpose of the Committee shall be to assist the board in identifying qualified individuals to become board members, in determining the size and composition of the board of directors and its committees, in monitoring a process to assess board effectiveness and in developing and implementing the Company’s corporate governance guidelines.

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

- To lead the search for individuals qualified to become members of the board of directors and to select director nominees to be presented for shareholder approval at the annual meeting. The Committee may establish criteria for service as a director. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the board, in collectively serving the long-term interests of the stockholders. In addition, the Committee shall adopt procedures for the submission of recommendations by stockholders as it deems appropriate. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
- To review and monitor the board’s compliance with Nasdaq Marketplace Rules for independence.
- To make recommendations to the board regarding the size and composition of the board and develop and recommend to the board criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, diversity, stock ownership) for the selection of individuals to be considered for election or re-election to the board.
- To recommend to the Board the appointment of a Board Chair.
- To review the board of directors’ committee structure and to recommend to the board for its approval directors to serve as members of each committee, or a process for such selection. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
- To develop and recommend to the board of directors for its approval a set of corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- To develop and recommend to the board of directors for its approval a periodic self-evaluation process of the board and its committees. The Committee shall oversee the self-evaluations.
- To monitor continuing education guidelines for directors.

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The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to 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 report its actions and recommendations to the board after each committee meeting and shall conduct and present to the board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the board for approval.