

SOUTHERN STATES BANCSHARES, INC.

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

March 17, 2021

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Southern States Bancshares, Inc. (together with its subsidiaries, the “Company”) in fulfilling the Board’s oversight responsibilities by: (1) assisting the Board in identifying individuals qualified to serve as directors and officers of the Company, and to recommend to the Board such individuals to be nominated for election or re-election to the Board at each annual meeting of shareholders or as necessary to fill vacancies and newly-created directorships, (2) monitoring the composition of the Board and its committees, (3) recommending to the Board any desirable changes in Board performance, (4) leading the Board in its annual review of the Board’s performance, and (5) carrying out any other responsibilities delegated by the Board.

II. Composition

The Committee shall be comprised of two or more directors appointed by the Board. The members of the Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board shall appoint a Chairperson of the Committee. The Board may appoint or remove, with or without cause, any member of the Committee and fill any vacancies on the Committee. The Committee may form and delegate authority to subcommittees, when appropriate.

Each member of the Committee shall meet the independence requirements of the NASDAQ Stock Market (“NASDAQ”) and shall meet the experience and any other qualifications required by NASDAQ.

III. Meetings

The Committee shall meet at least annually, or more frequently if the Committee determines it to be necessary or appropriate. Meetings of the Committee shall be governed pursuant to the By-Laws.

The Chairperson of the Committee (or his or her designee from the Committee) shall preside at each meeting and, in consultation with the other members of the Committee, shall set the agenda for each meeting. The Committee may request that any directors, officers or

employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide information as the Committee requests, and the participation of such guests shall be governed by any guidelines or procedures that may be adopted from time to time by the Committee or the Board. The Committee reserves the right in its discretion to meet at any time in executive session. The Committee shall maintain written minutes of all its meetings and provide a copy of all such minutes to every member of the Board.

IV. Authority and Responsibilities

Subject to the limitations set forth in this Charter and to applicable laws, rules, regulations and standards, the Committee shall have the following authority and responsibilities:

1. The Committee shall lead the search for individuals qualified to serve as directors, and to recommend to the Board a slate of directors to be submitted to a shareholder vote at the annual meeting of shareholders. In connection therewith, the Committee (a) shall consider candidates submitted by shareholders in accordance with Company's Bylaws; (b) shall review annually the performance and contributions of incumbent directors, and review the suitability for continued service of each incumbent director when his or her term expires or when he or she has a significant change in status, including a change in employment status, and recommend to the Board whether or not the incumbent director should be nominated for re-election; and (c) may, to the extent it deems necessary or appropriate, develop and recommend to the Board specific criteria for selecting director nominees consistent with the Company's Bylaws. The Committee shall also recommend to the Board a slate of officers to be elected annually by the Board and individuals to fill vacancies among the senior executives or directors as the need arises.

2. The Committee shall review annually and may make recommendations to the Board concerning the size and composition of the Board and the term of membership of directors. In carrying out this responsibility, the Committee shall consider director independence requirements, the collective knowledge, experience, expertise and diversity of the Board, the specific experience, qualifications, attributes and skills of each director, the long-term interests of the Company's shareholders, and any other criteria the Committee deems relevant. The Committee may also consider and recommend to the Board the adoption of term limits or age limits regarding service on the Board.

3. The Committee shall recommend to the Board, at least annually, which members of the Board and nominees for director meet the definition of "independence" under the rules of the Securities and Exchange Commission ("SEC") and NASDAQ, including the heightened standards for members of the Audit Committee and Compensation Committee, and determine whether at least one member of the Audit Committee is an "audit committee financial expert" as defined by the SEC.

4. The Committee shall develop, review and oversee any director orientation or director continuing education programs.

5. The Committee shall monitor the operation of the Board's committees. In connection therewith, the Committee (a) shall recommend to the Board a slate of directors to be

elected annually to serve as committee members and, unless otherwise provided by the Company's By-Laws, directors to fill committee vacancies as needed and (b) may recommend to the Board changes in committee structure and operations, including the creation and elimination of committees.

6. The Committee shall develop, subject to approval by the Board, a process for an annual evaluation of the Board, the Company's management and its committees, and oversee these evaluations. The Committee shall report to the Board the results of these evaluations, including any recommended changes to policies or procedures of the Company, the Board or any of its committees, including this Committee.

7. The Committee shall review any offer of resignation tendered by a director and evaluate and recommend to the Board whether such resignation should be accepted.

8. The Committee shall develop and recommend to the Board for approval a succession plan for the Chief Executive Officer and other key senior executives. The Committee shall review the succession plan periodically and recommend to the Board any changes necessary to ensure that the plan provides appropriate emergency and continuity succession planning and is effectively administered. Additionally, the Committee shall develop criteria for the Chief Executive Officer and other key senior executive positions, and assist the Board in identifying potential candidates both internal and external, for succession under the succession plan.

9. The Committee shall make regular reports to the Board.

10. The Committee may, in its sole discretion, retain, obtain the advice of or terminate any search firm to be used to identify director or officer candidates and may, to the extent it deems necessary or appropriate, retain, obtain the advice of or terminate independent legal, financial or other advisors (collectively, "Advisors"). The Committee shall approve related fees and other retention terms. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such Advisor retained by the Committee. The Committee shall have full access to the Company's records, officers, employees and Advisors as necessary to perform its duties.

11. The Committee shall be responsible for reviewing and, as necessary, making recommendations to the Board (consulting with other Board committees as appropriate) regarding any actions that management has taken, or expects to take, in response to proposals submitted by shareholders for action at the Company's annual meeting of shareholders. This may include the submission of any no-action requests to the SEC seeking exclusion of shareholder proposals from the Company's proxy materials under Rule 14a-8(i) of the Securities Exchange Act of 1934, as amended.

12. The Committee shall carry out any other responsibilities delegated by the Board.

V. Evaluation of this Charter and the Nominating and Corporate Governance Committee's Performance

The Committee shall annually review and evaluate the adequacy of this Charter and recommend any proposed changes to the Board. The Committee shall also annually review and evaluate its performance.

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