

**ESQUIRE FINANCIAL HOLDINGS, INC.**  
**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

The Corporate Governance and Nominating Committee of the Board of Directors of Esquire Financial Holdings, Inc. (the “Company”) shall consist of a minimum of three directors, as determined by the Board of Directors, each of whom shall meet the independence standards of the NASDAQ Stock Market. Members of the Committee shall be appointed and may be removed by the Board of Directors. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The purpose of the Committee is to provide oversight on the broad range of issues surrounding the composition and effective operation of the Board of Directors of the Company, including (a) identifying qualified individuals to become Board members, (b) determining the size and composition of the Board of Directors and its committees, (c) monitoring a process to assess Board effectiveness, and (d) developing and implementing the Company’s corporate governance guidelines.

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

1. To lead the search for individuals qualified to become members of the Board of Directors and to recommend to the Board the director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals for appointment or election to the Board 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 members of the Board, in collectively serving the long-term interests of the shareholders. In addition, the Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
2. 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 and stock ownership) for the selection of individuals to be considered for appointment, election or re-election to the Board.
3. 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. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
4. 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.

5. To develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the Board and its committees. The committee shall oversee the annual self-evaluations.
6. To review, as appropriate and in consultation with the Compensation Committee, director compensation and benefits.
7. Review and approve all related-party transactions in accordance with, and as required by, the NASDAQ Stock Market listing standards.

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 meet at least annually, and may hold additional meetings as needed or appropriate. A majority of Committee members shall constitute a quorum, and a majority of the members present at any meeting shall decide any questions brought before the Committee. The Chair of the committee is authorized to call or schedule regular and special meetings.

Notice of Committee meetings shall be given to each member at least twenty-four (24) hours prior to such meeting if notice is given in person or by telephone, facsimile or other electronic transmission (*e.g.*, by email) and at least five (5) days prior to such meeting if notice is given in writing and delivered by courier or by postage prepaid mail. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

The Committee shall report its actions and recommendations to the Board after each Committee meeting. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.