

CORPORATE GOVERNANCE GUIDELINES
CENTRAL BANCOMPANY, INC.
APPROVED AUGUST 18, 2025

I. Introduction

The Board of Directors (the “Board”) of Central Bancompany, Inc. (the “Company”), acting on the recommendation of its Corporate Governance and Nominating Committee, has developed and adopted a set of corporate governance guidelines (the “Guidelines”) to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions. These Guidelines are subject to periodic review by the Nominating and Governance Committee of the Board.

II. Board Composition

The composition of the Board should balance the following goals:

- The size of the Board should facilitate substantive discussions of the whole Board in which each director can participate meaningfully;
- The composition of the Board should encompass a broad range of skills, expertise, industry knowledge, diversity of opinion and contacts relevant to the Company’s business; and
- A majority of the Board shall consist of directors who are “Independent Directors” under the applicable exchange listing standards.

III. Board Leadership

The Board is free to select its Chairman and the Company’s Chief Executive Officer in the manner it considers in the best interests of the Company at any given point in time. These positions may be filled by one individual or by two different individuals.

The independent directors shall designate from among themselves a Lead Director, who shall have the following powers and duties:

- presiding at all meetings of the Board at which the Chairman is not present;
- presiding at executive sessions of the independent directors;
- reviewing and approving meeting agendas, meeting schedules and information sent to the Board;
- serving as a liaison between the Chairman and the independent directors;
- having the authority to call meetings of the independent directors; and

- being available for consultation and direct communication with shareholders, as appropriate.

IV. Selection of Directors

Nominations. The Nominating and Governance Committee is responsible for selecting, or recommending for the Board's selection, the slate of director nominees for election to the Company's Board of Directors and for filling vacancies occurring between annual meetings of stockholders. The Nominating and Governance Committee may increase the number of directors of the Board and select, or recommend for the Board's selection, the slate of director(s) to fill newly created directorships and assign them to a class between annual meetings of the stockholders. In selecting nominees, the Nominating and Governance Committee shall consider any qualifications required by the Committee, the composition of the Board and areas of expertise that new Board members may offer.

Criteria. The Nominating and Governance Committee shall determine new nominees for the position of independent director who satisfy the requirements of the applicable exchange listing standards and the following criteria:

- Personal qualities and characteristics, accomplishments and reputation in the business community;
- Current knowledge and contacts in the communities in which the Company does business and in the Company's industry or other industries relevant to the Company's business;
- Ability and willingness to commit adequate time to Board and committee matters;
- The fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company; and
- Diversity of viewpoints, background, and experience.

The Nomination and Governance Committee will give appropriate consideration to candidates for Board membership proposed by shareholders and will evaluate such candidates in the same manner as other candidates identified by or submitted to the Nominating and Governance Committee.

Invitation. The invitation to join the Board should be extended by the Board itself via the Chairman of the Board of the Company, together with an independent director, when deemed appropriate.

Orientation and Continuing Education. Management, working with the Board, will provide an orientation process for new directors, including background material on the Company, its business plan and its risk profile, and meetings with senior management. Periodically, management should prepare additional educational sessions for directors on matters relevant to the Company, its business plan and risk profile.

V. Continuation as a Director

Election Term. The Board does not believe it should establish term limits.

Retirement. The Board does not believe it should establish a mandatory retirement age.

Change in Job Responsibilities. If a director's principal occupation, business association or state of residency changes substantially, the director shall give notice of the change to the Chairman of the Board and Chairman of the Nominating and Governance Committee and offer his or her resignation from the Board. The Nominating and Governance Committee shall review the director's continuation on the Board, and recommend to the Board whether, in light of all the circumstances, the Board should accept such resignation or request that the director continue to serve.

VI. Board Meetings

The Board currently plans at least four meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board. The meetings will usually consist of committee meetings and the Board meeting.

The agenda for each Board meeting will be prepared by the Corporate Secretary, and approved by the Chairman and Lead Director. Management will seek to provide to all directors an agenda and appropriate materials in advance of meetings, although the Board recognizes that this will not always be consistent with the timing of transactions and the operations of the business and that in certain cases it may not be possible.

Materials presented to the Board or its committees should be as concise as possible, while still providing the desired information needed for the directors to make an informed judgment.

VII. Executive Sessions

To ensure free and open discussion and communication among the independent directors of the Board, the independent directors will meet in at least two regularly scheduled executive sessions each year, and more frequently as necessary or desirable, in conjunction with regularly scheduled meetings of the Board, at which only independent directors are present. The Lead Director shall preside at the executive sessions.

At any meeting of the Board, the independent directors of the Board have the opportunity to meet in executive session, without any member of management present unless invited by the Board. The Lead Director shall assume the responsibility of chairing the executive session. There shall be at least two executive sessions annually.

VIII. The Committees of the Board

The Company shall have at least the committees required by the applicable exchange listing standards. Currently, the Company has the following committees: Audit Committee, Compensation Committee, Nominating and Governance Committee, Risk Committee and Executive Committee. The Audit Committee, Compensation Committee and Nominating and

Governance Committee must conform to the requirements of the applicable exchange listing standards. The Audit Committee must also satisfy the requirements of SEC Rule 10A-3. Each of these committees must have a written charter satisfying the applicable exchange listing standards.

All directors, whether members of a committee or not, are invited to make suggestions to a committee chair for additions to the agenda of his or her committee or to request that an item from a committee agenda be considered by the Board. Each committee chair will give a periodic report of his or her committee's activities to the Board.

The Audit Committee shall be composed solely of directors who are "Independent Directors" under the applicable exchange listing standards. A majority of the members of the Compensation Committee and a majority of the voting members of the Nominating and Governance Committee shall be "Independent Directors" under the applicable exchange listing standards. Audit Committee members must satisfy the additional eligibility requirements of SEC Rule 10A-3, and Compensation Committee members must satisfy the additional eligibility requirements imposed by the applicable exchange listing standards. The required qualifications for the members of each committee shall be set out in the respective committee's charter. A director may serve on more than one committee for which he or she qualifies.

Each committee of the Board will keep minutes of its meetings and will regularly report to the Board on its activities, making recommendations as appropriate.

IX. Management Succession

At least annually, the Compensation Committee shall review and recommend to the Board for approval a succession plan, developed by management, addressing the policies and principles for selecting a successor to the CEO, both in an emergency situation and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the CEO.

X. Executive Compensation

1. *Evaluating and Approving Salary for the CEO.* The Board, acting through the Compensation Committee, evaluates the performance of the CEO and the Company against the Company's goals and objectives and determines the compensation level of the CEO.

2. *Evaluating and Approving the Compensation of Management.* The Board, acting through the Compensation Committee, evaluates and approves the proposals for overall compensation policies applicable to executive officers.

XI. Board Compensation

The Nominating and Governance Committee shall conduct a review at least once every three (3) years of the components and amount of Board compensation in relation to other similarly situated companies and make a recommendation for board compensation adjustments, if necessary, to the Board. Board compensation should be consistent with market practices but should not be set at a level that would call into question the Board's objectivity.

XII. Expectations for Directors

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with Missouri law. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business.

1. *Commitment and Attendance.* All independent and management directors should make every effort to attend meetings of the Board and meetings of committees of which they are members. Members may attend by telephone or video conference to mitigate conflicts.

2. *Participation in Meetings.* Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a Director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

3. *Loyalty and Ethics.* In their roles as directors, all directors owe a duty of loyalty to the Company in accordance with Missouri law.

The Company has adopted a Code of Conduct, and other internal policies and guidelines designed to support the Company's mission statement and to comply with the laws, rules, and regulations that govern the Company's business operations. The Code of Conduct applies to all Directors and employees of the Company and its subsidiaries. Directors should be familiar with the Code's provisions in these areas and should consult with the Company's counsel in the event of any issue.

4. *Other Directorships.* The Company values the experience directors bring from other boards on which they serve, but recognizes that those boards may also present demands on a director's time and availability and may present conflicts or legal issues. Directors should advise the Chairman of the Board and the Chairman of the Nominating and governance Committee before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses or governmental entities.

5. *Contact with Management.* All directors are invited to contact the CEO at any time to discuss any aspect of the Company's business. Directors also have complete access to other members of executive management. The Board expects that there will be frequent opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.

Further, the Board encourages executive management to, from time to time, bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas, and/or (b)

are managers with future potential that the executive management believes should be given exposure to the Board.

6. *Contact with Other Constituencies.* It is important that the Company speak to employees and outside constituencies with a single voice, and that executive management serve as the primary spokesperson.

7. *Confidentiality.* The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

8. *Reviewing and Approving Significant Transactions.* Board approval of a particular transaction may be appropriate because of several factors, including:

- legal or regulatory requirements,
- the materiality of the transaction to the Company's financial performance, risk profile or business,
- the terms of the transaction, or
- other factors, such as the entering into of a new line of business or a variation from the Company's strategic plan.

To the extent the Board determines it to be appropriate, the Board shall develop standards to be utilized by management in determining types of transactions that should be submitted to the Board for review and approval or notification.

XIII. Evaluating Board Performance

The Board, acting through the Nominating and Governance Committee, should conduct a self-evaluation at least annually to determine whether it is functioning effectively. The Nominating and Governance Committee should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

Each committee of the Board should conduct a self-evaluation at least annually and report the results to the Board, acting through the Nominating and Governance Committee. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter, if any.

XIV. Reliance on Management and Outside Advice

In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The Board shall have the authority to retain and approve the fees and retention terms of its outside advisors.