BankUnited

BANKUNITED, INC. & BANKUNITED, N.A.
CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The Nominating and Corporate Governance (NCG) Committee (the "Committee") of the Board of Directors (the "Board") of BankUnited, Inc. and BankUnited, N.A. (the "Company") is appointed by the Board to (i) identify and recommend candidates qualified to become Board members, and recommend to the Board proposed nominees for Board membership; (ii) recommend to the Board proposed director nominees for each committee of the Board; (iii) evaluate and make recommendations as to the size, structure, operations and effectiveness of the Board; (iv) develop and recommend to the Board a set of Corporate Governance Guidelines and review the Company's policies and programs as they relate to corporate governance; (vi) review executive management succession planning; and (vii) oversee the annual assessments of the Board and the Board committees. The Committee will perform such other duties and responsibilities as authorized by the Board and consistent with this Charter.

Membership

The Committee shall consist of three or more directors as determined by the Board. Each member of the Committee shall meet the independence and other requirements established by the Board and pursuant to applicable laws and regulations and the New York Stock Exchange (the "NYSE") listing requirements.

The Committee members and the Committee Chair shall be appointed and may be removed by the Board on the recommendation of the Committee. The Board shall appoint Committee members annually or more frequently in the case of vacancies, and the members shall serve until their resignation, retirement or removal by the Board or until their successors shall be appointed. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. Meetings of the Committee may be called by the Committee Chair or by any member of the Committee. The Committee is governed by the same rules regarding meetings, actions without meetings, notice, waiver of notice, quorum and voting requirements as applicable to the Board under the Company's By-Laws. The Committee shall keep regular minutes of its proceedings.

Committee Authority and Responsibilities

The Committee shall have the duties, responsibilities and authority to:

Ratified by the Board of Directors on August 19, 2026

Board Selection and Composition

- Consider and make recommendations regarding the size and composition of the Board. The Committee shall determine and recommend for Board approval the desired qualifications and criteria for Board members, including skills, business experience, education, desired quality and attributes, as well as other factors it deems appropriate.

- Identify, recruit and interview select candidates qualified to become Board members, consistent with criteria approved by the Board, for recommendation to the Board. In recommending candidates to the Board, the Committee shall consider candidates consistent with the principles and criteria set forth in the Corporate Governance Guidelines and pertinent issues and factors related to the qualifications of candidates.

- Recommend candidates for all director slots to be filled by the Board or for election by stockholders at the next annual or special meeting of stockholders. The Committee shall also review and consider candidates recommended by stockholders for nomination to the Board.

- Consider and make recommendations to the Board with respect to any resignation tendered by a director pursuant to the Company's By-Laws and Corporate Governance Guidelines. In the case of a vacancy on the Board, or any of Board committees, the Committee shall recommend to the Board an individual to fill such vacancy.

- Identify directors to serve on the various committees of the Board and provide recommendations to the Board as applicable.

- Evaluate the performance of each incumbent director before recommending to the Board such director's nomination for an additional term.

- Review periodically the membership of directors on boards of other public companies and provide any recommendations to the Board as applicable.

- Retain and terminate any advisor to be used to identify director candidates as applicable. The Committee shall have authority to approve the advisor's fees and other retention terms.

Management Succession Planning

- Review CEO succession planning and make recommendations to the Board.

- Ensure that there is an appropriate CEO succession plan in case of extraordinary circumstances.

Corporate Governance, Oversight and Policies

- Review and reassess the adequacy of the Corporate Governance Guidelines of the Company on an annual basis and recommend any proposed changes to the Board for approval.

- Review periodically the Company's policies and programs related to corporate governance, and matters related to its scope, as applicable.

- Conduct a review of the Committee's performance on an annual basis and report on the results of the evaluation to the Board.

- Review the Charter on an annual basis, or more frequently if necessary, and recommend any changes to the Board for approval.

- Perform any other activities consistent with this Charter, the Company's By-Laws and governing laws and regulations as the Committee or the Board deem necessary and appropriate to fulfill its role.

Reporting to the Board

The Committee will report to the Board on a periodic basis. The Committee Chair shall present the matters reviewed and actions taken by the Committee to the Board. The Committee shall make available to the Board any supporting materials, as requested by the Board.