

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF
BRIDGEWATER BANCSHARES, INC.

I. MEMBERSHIP

The Nominating and Corporate Governance Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Bridgewater Bancshares, Inc. (the “**Company**”) shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the rules of the NASDAQ Stock Market.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

II. PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws.

III. DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

- To determine the qualifications, qualities, skills, and other expertise required to be a director and to review and recommend to the Board for its approval any changes to the criteria to be considered in selecting nominees for director (the “**Director Criteria**”), as set forth in the Company’s Corporate Governance Guidelines.
- To identify and screen individuals qualified to become members of the Board, consistent with Director Criteria approved by the Board. The Committee shall consider any director candidates recommended by the Company’s shareholders pursuant to the procedures described in the Company’s proxy statement. The Committee shall also consider any nominations of director candidates validly made by shareholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s charter documents.
- To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders, subject to approval by the Board.

- To review the principles set forth in the Corporate Governance Guidelines at least once a year and to recommend any changes to the Board.
- To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
- To review the Board's committee structure and composition, from time to time, and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen.
- If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board.
- To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
- To develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair its independence.
- To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- From time to time, review and provide a recommendation to the Board on whether to the Board should consider forming a Risk Committee or any other Board committees.
- From time to time, review and provide a recommendation to the Board on whether to implement a self-evaluation process for each of the Board's committees.
- To review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's corporate governance guidelines, and evaluate and recommend to the Board whether such resignation should be accepted.
- To oversee all matters relating to the Company's Insider Trading Policy.

IV. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

The director search firm, outside counsel, executive search firm, and any other advisors retained by the Committee shall be independent in accordance with the rules of the NASDAQ Stock Market.

V. STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least one time per year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall maintain minutes or other records of its meetings, activities and decisions. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

VI. DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

VII. AMENDMENTS

This Charter may be amended by means of an express resolution of the Board.

VIII. DISCLOSURE OF CHARTER

This Charter will be made available on the Company's website at www.bridgewaterbankmn.com.

Last approved: October 22, 2019