WEYCO GROUP, INC.
Nominating and Corporate Governance Committee Charter
Last Updated: November 3, 2026

Mission

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board to assist it in fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the interests of the shareholders of the Company. Without limiting the foregoing, the Committee shall: (1) assist the Board by identifying individuals qualified to become members of the Board and its committees, and recommend to the Board the director nominees for the next annual meeting of shareholders; (2) recommend to the Board the corporate governance guidelines applicable to the Company, including changes to those guidelines as appropriate from time to time; (3) assist the Board in assessing director performance, including, without limitation, by leading the Board in its periodic reviews of the Board's performance; and (4) oversee communications to shareholders regarding these policies and activities as required by the Securities and Exchange Commission (the "SEC") or other regulatory bodies.

Organization

The Committee is a standing committee of the Board composed of at least three independent directors. An independent director should be free of any relationship that could influence his or her judgment as a Committee member. In addition, each Committee member shall be independent as defined by the requirements of the NASDAQ Stock Market ("NASDAQ"). Each member of the Committee shall also meet any other requirements related to Committee membership imposed by NASDAQ or the SEC from time to time. The members shall serve at the pleasure of the Board, but ordinarily shall be elected to the Committee annually or as necessary to fill vacancies. The Committee shall not delegate its responsibilities to any subcommittee. The Board shall designate one of the Committee members as the chairperson.

Meetings and Reports

The Committee shall hold meetings as necessary to perform its duties and responsibilities. The Committee shall periodically report to the Board regarding the performance of its duties hereunder.

Funding

The Company will provide the Committee with the funding appropriate to perform its duties and responsibilities in a thorough and efficient manner, as determined by the Committee in its capacity as a committee of the Board. This may include, without limitation, funding (i) to retain one or more search firms to identify director candidates, (ii) to retain governance consultants, legal counsel or other advisers, and (iii) for the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Duties

1. Develop and recommend to the Board Guidelines and Criteria for Nomination of Director Candidates specifying the minimum qualifications for the eligibility of nominees to the Board of Directors.

2. In accordance with the Guidelines and Criteria for Nomination of Director Candidates, consider candidates submitted by directors, employees or shareholders, or otherwise identified by the Committee, for possible nomination to the Board; review the qualifications for eligibility and recommend to the Board nominees for directors to be submitted to shareholders for election at any meeting of the Company's shareholders and nominees for appointment by the Board to fill vacancies and newly created directorships.

3. The Committee may, in its sole discretion, retain one or more search firms to identify director candidates, or obtain the advice of governance consultants, legal counsel or other advisers, including persons and entities independent of the Company and its management, as it deems appropriate in connection with the discharge of its duties. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work of any such adviser.

4. Consider and make recommendations to the Board concerning the size and composition of the Board, including taking into account, among other considerations, diversity of experiences and qualifications in Board and Committee membership, to ensure that the Board is comprised of members possessing an appropriate level of expertise, skills, attributes and personal and professional backgrounds necessary and appropriate for the Board to perform its duties and fulfill its obligations to the Company and its shareholders.

5. Review and recommend committees and committee structures for the Board, including committee assignments of directors.

6. Recommend performance criteria for the Board and review the procedures, the effectiveness and the performance of the Board as a whole, the individual directors and the Board committees, including the performance of the Committee itself.

7. Review the qualifications and effectiveness of existing Board members on an annual basis and make recommendations to the full Board based on such reviews. The full Board shall then make final determinations regarding nominations of existing Board member to serve for an additional term.

8. Design, with input from management, an appropriate orientation or on-boarding program for new directors and, where appropriate, review and recommend continuing education training and other director orientation training for directors.

9. Implement and oversee director continuing education programs that are designed to familiarize directors with the company's businesses, strategies and challenges and to assist directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities, including (without limitation) with respect to understanding risks and

threats to the Company's business, issues related to sustainability and cybersecurity matters and other developments and risks effecting the Company arising from new rules and regulations impacting the Company's operations. Such continuing education programs for Board members may include a mix of in-house and third-party presentations and programs.

10. Review potential conflicts of interest and any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) transactions involving directors or executive officers of the Company on an ongoing basis and approve related-party transactions in advance, when appropriate.

11. Review and recommend corporate governance guidelines, practices and policies of the Company, and any amendments thereof.

12. Monitor compliance with the Company's Code of Business Ethics (the "Code"), to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code and to review the Code periodically and recommend any changes to the Board.

13. Periodically review and assess the adequacy of the Company's sustainability efforts and report to the Board the results of such reviews and assessments.

14. Oversee the Board's planning for succession of the Company's Chief Executive Officer and other key officer positions, and the development and evaluation of potential candidates for such positions as deemed by the Committee to be necessary and appropriate, in its discretion.

15. Without limiting the foregoing, the Committee shall perform an evaluation of its performance against the requirements of this Charter at least annually to determine whether it is functioning effectively.