

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF CBIZ, INC.

This Charter identifies the purpose, composition, meeting requirements, committee responsibilities, annual evaluation procedures and investigations and studies of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of CBIZ, Inc., a Delaware corporation (the “Company”).

I. PURPOSE

The Committee has been established to: (a) assist the Board in determining the desired experience, mix of skills and other qualities for appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board; (b) help to identify highly qualified individuals meeting those criteria to serve on the Board; (c) propose to the Board a slate of nominees for election by the stockholders at the Annual Meeting of Stockholders and prospective director candidates in the event of the resignation, death, removal or retirement of directors or a change in Board composition requirements; (d) review director candidates recommended or nominated by stockholders for election to the Board; (e) develop plans, and make recommendations to the Board, regarding the size and composition of the Board and its committees; (f) develop and review management succession plans; (g) develop and recommend to the Board a set of corporate governance principles applicable to the Company and review established corporate governance guidelines of the Board at least annually and monitor and make recommendations to the Board with respect to the corporate governance principles applicable to the Company; (h) oversee the evaluation of the Board and management of the Company; and (i) perform such other functions as the Board may from time to time assign to the Committee. In performing its duties, the Committee shall seek to maintain an effective working relationship with the Board and the Company’s management.

II. COMPOSITION

The Committee shall be composed of at least three members (including a Chair), all of whom shall be “independent directors,” as such term is defined in the rules and regulations of the New York Stock Exchange. The members of the Committee and the Chair shall be selected by the Board and serve at the pleasure of the Board. A Committee member (including the Chair) may be removed at any time, with or without cause, by the Board. The Committee shall have authority to delegate responsibilities listed herein to subcommittees of the Committee if the Committee determines such delegation would be in the best interests of the Company.

III. MEETING REQUIREMENTS

The Committee shall meet as often as it deems necessary, but at least once each year, to enable it to fulfill its responsibilities. The Committee shall meet and operate under rules and procedures similar to those established for the meetings and operation of the full Board, as well as those prescribed by Article 4 of the Bylaws of the Company.

IV. COMMITTEE RESPONSIBILITIES

In carrying out its oversight responsibilities, the Committee's policies and procedures should remain flexible to enable the Committee to react to changes in circumstances and conditions so as to enable the Company to remain in compliance with applicable legal and regulatory requirements. The Committee is expected to discharge its responsibilities within the bounds of its reasonable discretion and according to sound business judgment. In furtherance of the Committee's purposes listed above, the Committee shall have the following responsibilities.

A. Board Candidates and Nominees

1. To periodically review and develop criteria for the selection of new directors and nominees for vacancies on the Board, including procedures for reviewing potential nominees proposed by stockholders, in accordance with the current criteria set out in Exhibit A to this Charter;
2. To identify and recommend board candidates consistent with the desired experience, mix of skills and other qualities to assure appropriate Board composition in accordance with the current criteria set out in Exhibit A to this Charter;
3. To propose to the Board a slate of nominees for election by the stockholders at the Annual Meeting of Stockholders and prospective director candidates in the event of the resignation, death, removal or retirement of directors or a change in Board composition requirements in accordance with the current criteria set out in Exhibit A to this Charter;
4. To consider recommendations of director candidates submitted by stockholders in accordance with the current procedures set out in Exhibit B to this Charter; and
5. With the assistance of management, develop and oversee an orientation program for new directors and a continuing education program for current directors

Notwithstanding the provisions set forth in this Section IV, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors (e.g., preferred stock rights to elect directors upon a dividend default, stockholder agreements and management agreements), the selection and nomination of such directors need not be subject to the Committee's nominating and review process.

B. Board and Committees

1. To review and periodically monitor the size and composition of the Board and to recommend to the Board changes as are appropriate;
2. To recommend to the Board policies pertaining to the roles, responsibilities, stock ownership guidelines, retirement age, tenure and removal of directors;

3. To assist the Board in determining and monitoring whether or not each director and prospective director is an “independent director” within the meaning of any rules and laws applicable to the Company; and
4. To review periodically, with the participation of the Board Chair and Chief Executive Officer, all Board committees and recommend to the Board changes, as appropriate, in the number, responsibilities, membership of the committees.

C. Evaluations and Management Development

1. To develop and review a process for and to assist the Board with conducting, not less frequently than annually, an evaluation of the effectiveness of the Board and Board committees;
2. To develop and review a process for and to assist the Board with conducting, not less frequently than biennially, an evaluation of the Company’s management; and
3. To develop and review the Company’s management succession plans to help assure proper management planning.

D. Corporate Governance

1. To develop, review annually and recommend to the Board changes, as necessary, to the Company’s corporate governance guidelines to assure that they reflect best practices and are appropriate for the Company and to assist the Board in achieving such best practices; and
2. To periodically review and recommend changes, as necessary, to the Company’s Certificate of Incorporation and Bylaws as they relate to corporate governance issues, including any modifications and enhancements to the Company’s takeover and structural defenses.

V. ANNUAL EVALUATION PROCEDURES

The Committee shall annually assess its performance to confirm that it is meeting its responsibilities under this Charter. In this review, the Committee shall consider, among other things, (a) the appropriateness of the scope and content of this Charter, (b) the appropriateness of matters presented for information and approval, (c) the sufficiency of time for consideration of agenda items, (d) frequency and length of meetings and (e) the quality of written materials and presentations. The Committee may recommend to the Board such changes to this Charter as the Committee deems appropriate.

VI. INVESTIGATIONS AND STUDIES

The Committee may conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibilities as described herein, and may select, retain, at the expense of the Company, and terminate independent counsel, search firms or other advisors or consultants necessary to assist the Committee in any such investigations or studies.

VII. MISCELLANEOUS

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any stockholder of the Company who requests it.

Renewed by the Nominating and Governance Committee and the Board of Directors on February 11, 2025.

**EXHIBIT A TO THE
CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF CBIZ, INC**

Director Qualification Standards

The Nominating and Governance Committee will review with the Board of Directors each year the personal characteristics and professional competencies required of Board members so they will work together as a team to oversee the Company's strategies and operations.

The Nominating and Governance Committee and the Board have determined that a director should have the following characteristics:

- Ability to comprehend the strategic goals of the Company and to help guide the Company towards the accomplishment of those goals;
- A history of conducting his/her personal and professional affairs with the utmost integrity and observing the highest standards of values, character and ethics;
- Time availability for in-person or telephonic participation in Board or Committee meetings, as well as the Annual Meeting of Stockholders;
- Willingness to demand that the Company's officers and employees insist upon honest and ethical conduct throughout the Company;
- Knowledge of, and experience with regard to at least some of: (a) real estate properties, loans and securities, including any lending and financing activities related thereto; (b) public company regulations imposed by the Securities and Exchange Commission and the New York Stock Exchange, amongst others; (c) portfolio and risk management; (d) the major geographic locations within which the Company operates; (e) sound business practices; (f) accounting and financial reporting; and (g) one or more of the principal lines of business in which the Company is engaged; and
- Ability to satisfy criteria for independence established by the Securities and Exchange Commission and the New York Stock Exchange, as they may be amended from time to time.

**EXHIBIT B TO THE
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Stockholder Recommendations

The Nominating and Governance Committee will consider any candidate recommended by a stockholder, provided that the stockholder mails a recommendation to the Company that contains the following:

- The recommending stockholder's name and contact information;
- The candidate's name and contact information;
- A brief description of the candidate's background and qualifications;
- The reasons why the recommending stockholder believes the candidate would be well suited for the Board;
- A statement by the candidate that the candidate is willing and able to serve on the Board;
- A statement by the recommending stockholder that the candidate meets the criteria established by the Board; and
- A brief description of the recommending stockholder's ownership of common stock of the Company and the term during which such shares have been held.

In making its determination whether to recommend that the Board nominate a candidate who had been recommended by a stockholder, the Nominating and Governance Committee will consider, among other things, (a) the appropriateness of adding another director to the Board, or of replacing a currently sitting director, and (b) the candidate's background and qualifications. The Nominating and Governance Committee may conduct an independent investigation of the background and qualifications of a candidate recommended by a stockholder based on, among other things, the criteria set out in Exhibit A to this Charter and may request an interview with the candidate. The Nominating and Governance Committee will not determine whether to recommend that the Board nominate a candidate until the Nominating and Governance Committee completes what it believes to be a reasonable investigation, even if that delays the recommendation until after it is too late for the candidate to be nominated with regard to a particular meeting of stockholders. When the Nominating and Governance Committee determines not to recommend that the Board nominate a candidate, or the Board determines to nominate or not to nominate a candidate, the Nominating and Governance Committee will notify the recommending stockholder and the candidate of the determination. The decision by the Nominating and Governance Committee whether or not to recommend to the Board that nominee by a stockholder for election is entirely within the sole and unlimited discretion of the Committee.