



CORPORATE GOVERNANCE PRINCIPLES

The following Corporate Governance Principles have been approved by the Board of Directors (“Board”) of Hoyne Bancorp, Inc. (the “Company”) to promote the effective operation of the Board and to provide a framework for the conduct of business by the Company in accordance with the highest ethical standards and in a manner intended to enhance the long-term value of the Company.

I. Director Responsibilities

The basic responsibility of the members of the Board is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders and in a manner that they reasonably believe will comply with applicable federal and state laws. In discharging their obligation, directors should be entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors. Although ultimate authority resides in the Board, the Board delegates authority to management to pursue the Company’s mission. Management, not the Board, is responsible for managing the Company.

In fulfilling its responsibilities, the Board, or a committee duly delegated, performs the following principal functions:

- (i) Ensuring legal and ethical conduct;
- (ii) Selecting, evaluating and determining compensation of the Chief Executive Officer (“CEO”);
- (iii) Evaluating compensation of other members of management;
- (iv) Approving corporate strategy;
- (v) Reviewing and approving policies for the operation of the Company;
- (vi) Providing general oversight of the business of the Company;
- (vii) Monitoring Board-established risk limits and the overall risk profile of the Company;
- (viii) Evaluating Board and committee composition, processes and performance;
- (ix) Selecting directors; and
- (x) Determining compensation of directors.

II. Operations of the Board

Board Leadership. The Chair of the Board (“Chair”) will be selected from the Board. If the CEO is chosen as Chair, the Board may, but is not required to, select a lead independent director through a Board vote. If the Board selects a lead independent director, the lead independent director will preside over executive sessions and other areas where independent directors have responsibility. The position of lead independent director should rotate among the independent directors at least every three years. If the Board does not select a lead independent director, then the independent directors shall rotate in presiding over executive sessions and other areas where independent directors have responsibility. The Chair shall preside at all meetings of the Board, ensure the proper flow of information to the Board, and review the adequacy and timing of documentary material in support of agenda items; ensure adequate lead time for effective study and discussion of business under consideration; and carry out other duties as requested by the Board as a whole. Either the Chair or the CEO will preside at meetings of the Company’s stockholders.

Board Composition. The Board presently has nine members. The Board shall have no fewer members than is required by state and federal regulations as in effect at any given time. If the size of the Board increases, a majority of the membership of the Board shall continue to be made up of independent directors under applicable The Nasdaq Stock Market LLC (the “Nasdaq”) listing standards.

The Board is divided into three classes, each of which contains approximately one-third of the board. Directors will be elected by stockholders for staggered three-year terms, or until their successors are elected and qualified. One class of directors will have a term of office expiring at the first annual meeting of stockholders; a second class will have a term of office expiring at the second annual meeting of stockholders; and a third class will have a term of office expiring at the third annual meeting of stockholders. At each annual meeting of stockholders, commencing with the first annual meeting, directors elected to succeed those directors whose terms are expiring will be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election, with each director to hold office until his or her successor shall have been duly elected and qualified.

No director may serve on the board of another financial institution or its holding company, or any public company’s board, unless such service is approved by the Board and does not violate applicable banking regulations. Directors should advise the Chair in advance of accepting an invitation to serve on the board of another financial institution, or its holding company, or any public company. Because of the increased time commitment involved in serving on boards of public companies, the Board believes that membership on the board of more than two other public companies would be inappropriate for a director of the Company and requires that directors receive Board approval before accepting a nomination for election as a director of more than two other public companies. In addition, no person may serve on the Board who does not satisfy the qualification requirements set forth in the Company’s bylaws.

Board Selection. The Board of Directors shall be responsible for establishing criteria and the appropriate processes for the selection of nominees for the Board, including a policy regarding stockholder recommendation of nominees. New directors shall participate in a Director

Orientation Program.

Board Meetings. Directors are expected to attend, either in person or telephonically, Board meetings and meetings of committees on which they serve. Directors are expected to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. The Board expects that information and data distributed to members before meetings will be reviewed in advance of the meeting.

The Chair and CEO, with input from the lead independent director, if any, will set the annual schedule of Board meetings. The Chair and CEO (with input from the lead independent director, if any) will establish the agenda for each Board meeting. Each Board member is free to suggest, in a timely manner, the inclusion of items on the agenda.

The Board will review the Company's long-term strategic and capital plans during at least one Board meeting each year. At this meeting, the Board will meet with the Company's executive management team to review the Company's business plans and discuss corporate strategy. More frequent meetings and discussions as deemed necessary or appropriate may be had with respect to strategic planning, capital planning and related matters.

Representing the Company. The Board believes that it is appropriate that management speak and act on behalf of the Company. Individual Board members do not speak or act on behalf of the Company, absent the written approval of the Board or of the CEO.

III. Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee, the membership of each should satisfy the requirements under the Nasdaq listing standards. The Board may, from time to time, establish or maintain additional committees as deemed necessary or appropriate.

The Board shall appoint the initial members of each committee. Thereafter, at least annually, the Board shall review the composition of each committee for approval. The committee charters adopted by the Board will set forth the purposes, goals and responsibilities of the committees as well as committee structure and operations and committee reporting to the Board. Committee meetings will be scheduled by each committee as appropriate in order to meet its responsibilities.

The chair of each committee shall preside at each committee meeting and shall regularly report to the Board as to the committee's activities and recommendations. In consultation with the appropriate members of the committee and management, the committee chair will develop each committee's agenda.

The committees shall periodically report to the Board on their actions and shall prepare written minutes of each committee meeting, which minutes shall be provided to the Board.

IV. Director Access to Officers and Employees

Directors have complete and open access to officers and employees of the Company. Any

meetings or contacts that a director wishes to initiate should be coordinated through the CEO, unless it is inappropriate in the circumstance to do so.

V. Director Compensation

At least annually, the Board will review and consider the appropriateness of the form and amount of director compensation with a view toward attracting and retaining qualified directors. The review will take into consideration the extent to which the Company's common stock should be a component of director compensation.

VI. Director Orientation

All new directors shall participate in a Director Orientation Program, which should be conducted as soon as practicable after the meeting at which a new director is elected. This orientation will include presentations by senior management and, if considered appropriate, Company counsel, to familiarize a new director with the Company's strategic and capital plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Ethics for Senior Officers, any code of conduct and conflict of interests policy and other applicable policies and procedures, its principal officers, and its internal and independent auditors. All other directors are also invited to attend the Director Orientation Program.

VII. CEO Evaluation, Executive Compensation and Management Succession

Formal Evaluation of the CEO. The Compensation Committee will conduct an annual review of the CEO's performance and establish the compensation of the CEO in terms of salary, bonus and other benefits. The Compensation Committee will conduct its analysis and conclusions in order to ensure that the CEO is providing the best leadership for the Company in the long- and short-term and that CEO compensation is appropriate. The evaluation should be based on objective criteria, including the financial performance of the Company and the qualitative performance of the CEO.

Evaluation and Compensation of Executive Management. At the beginning of each year, the CEO shall review with the Board the performance goals of the other members of executive management, and upon conclusion of each year, the CEO shall review with the Board the extent to which these officers have accomplished their previously determined goals. In consultation with the CEO, the Board shall evaluate the performance of the other members of executive management to determine the appropriate levels of compensation for such other management in terms of salary, bonus and other benefits.

Succession Planning and Management Development. The Board shall be apprised annually, or sooner as needed, of the Company succession plan for the CEO and executive management. There should also be a formalized process governing long-term management development. The CEO should report to the Board annually about the development of senior management personnel and succession planning, which shall be approved by the Board.

VIII. Confidentiality

It is essential that all directors maintain absolute confidentiality regarding Board and

committee discussions and decisions. Violations of this confidentiality obligation may constitute grounds for the removal of a Board member for cause.

IX. Codes of Ethics for Senior Officers

The Company will at all times maintain a code of conduct for its directors, officers and employees. The Board will adopt and periodically review a Code of Ethics for Senior Officers, and the Audit Committee will be responsible for establishing a procedure for handling complaints and for addressing violations of the Code of Ethics for Senior Officers.

The Code of Ethics for Senior Officers, and all amendments and waivers thereto, shall be approved by the Board, or, subject to applicable law, by a committee thereof pursuant to authority delegated in such committee's charter. As appropriate, any existing code of ethics, code of conduct, conflicts of interest policy or similar policy of the Company may satisfy all or part of this requirement.

X. Corporate Secretary

Minutes of each Board meeting and committee meeting will be compiled by the Company's Corporate Secretary who shall act as Corporate Secretary to the Board, or in the absence of the Corporate Secretary, by any other person designated by the Chair, or by a committee, as the case may be.

Approved by the Board on November 21, 2025.