

BAIRD FUNDS, INC.
NOMINATING COMMITTEE CHARTER

Effective as of November 17, 2003
Amended as of August 22, 2023

I. Purpose

The purpose of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Baird Funds, Inc. (the “Company”) is to provide assistance to the Board in the selection of candidates for election to the Board, including:

- Identifying, as necessary, new candidates who are qualified to serve as directors of the Company. A copy of the initial set of guidelines for selecting Board candidates adopted by the Board of Directors is attached hereto as Appendix A.
- Recommending to the Board the candidates for election to the Board.
- Monitoring and advising the Board on matters relating to director compensation.

II. Composition

The Committee shall be composed entirely of Directors who (1) are not “interested persons” of the Company within the meaning of the Investment Company Act of 1940, as amended and (2) in accordance with Investment Company Institute best practice recommendations, are not a close family member (*e.g.*, aunt, uncle or cousin) of an employee, officer or interested director of the Company, its investment adviser or principal underwriter (“Independent Directors”).

Each Committee member will complete a director and officer questionnaire on an annual basis. The questionnaires will be reviewed with the assistance of legal counsel to confirm that each Committee member continues to meet the standards set forth above.

Each Committee member shall be appointed by the Board of Directors and shall serve until his or her successor is appointed, until his or her resignation from the Committee, until he or she is removed from the Committee or until his or her service on the Board terminates.

III. Committee Meetings

The Committee will meet as often as it deems necessary. The Committee may request that any officer or employee of the Company or its investment adviser, legal counsel or others attend a meeting of the Committee.

The Board of Directors may appoint a Chairperson of the Committee. If a Chairperson is appointed, he or she will preside at all Committee meetings at which he or she is present and have such other duties and powers as may be determined by the Board of Directors. The Chairperson will serve until he or she resigns, is removed by the Board, or is replaced by a duly appointed successor.

At any Committee meeting, a majority of the Committee members then in office constitutes a quorum. Any action of the Committee requires the vote of a majority of the Committee members then in attendance (provided a quorum is present).

The Committee will report periodically to the Board regarding the Committee's activities.

IV. Responsibilities, Duties and Powers

The responsibilities, duties and powers of the Committee are as follows:

1. Periodically review the guidelines for selecting candidates for election to the Board and recommend to the Board for adoption amendments to such guidelines that the Committee deems necessary or appropriate.
2. Identify, as necessary, new candidates who are qualified for Board membership, in accordance with the guidelines adopted by the Board.
3. Review and evaluate the qualifications of all candidates proposed for Board membership, including any candidates nominated by shareholders, in accordance with the guidelines adopted by the Board. Shareholder recommendations for consideration by the Committee should be sent in writing to the Chairperson of the Committee or the Company's Secretary together with appropriate biographical information concerning each such proposed nominee.
4. Select and nominate Independent Directors and any other candidates for appointment or election to the Board.
5. Evaluate the independence of proposed Independent Directors.
6. Review and ensure the continuing independence of the Independent Directors.
7. Review the compensation paid by the Company to the Independent Directors.
8. Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval.
9. Retain such experts, including outside counsel, as it deems appropriate.

GUIDELINES FOR SELECTING BOARD CANDIDATES

In considering possible candidates for election as a director, the Nominating Committee should consider the following guidelines.

The Board of Directors should be composed of:

- Directors who will bring to the Board a variety of experiences and backgrounds.
- Directors who have substantial business experience and/or financial expertise.
- Directors who may have substantial experience outside the business community – in academia, for example.
- Directors who will represent the best interests of the shareholders as a whole rather than special interest groups or constituencies.

Each director should:

- Be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others.
- Be free of any conflict of interest which would violate any applicable law or regulation or interfere with the fiduciary duties of a director.
- Possess relevant experience which would be of value to Baird Funds in the performance of the duties of a director.
- Have sufficient time available to devote to the affairs of Baird Funds in order to carry out the responsibilities of a director.