

I. Introduction

The Board of Trustees governs the Praxis Mutual Funds (the "Trust" or "Praxis Funds") and, as a fiduciary, is responsible for protecting the interests of shareholders.

The Board has established a Nominating and Governance Committee (the "Committee") consisting of all of its members.

II. Committee purpose

The board has adopted this charter to help guide the Board (i) on corporate governance issues and (ii) in considering potential nominees to serve on the board.

The mission of the Committee under this Charter is:

- To provide a forum for the Independent Trustees, as well as all Board members, to address important issues of corporate governance; and
- To ensure that sound governance practices are followed by the Trust and the Board.
- To promote effective participation of qualified individuals on the Board. The Board believes that, except during transition periods due to Independent Trustee resignations or retirements from the Board, at least 75% of its members should be Independent Trustees.

III. Governance responsibilities

The Board is committed to sound corporate governance practices. The core philosophy of the independent Trustees, as well as all of the Trustees, is an unwavering commitment to protecting the best interests of Trust shareholders and ensuring that the Board as a decision-making body remains sufficiently independent from the influence of Trust management.

A. A review of corporate governance principles

The Board has developed a set of Principles of Corporate Governance to guide the Board and the Committee in considering governance issues. The Board will make these Governance Principles available to Trust shareholders upon request. The Board believes that these Governance Principles provide an important framework within which the Board and Trust management can pursue the objectives of the Trust in the best interests of shareholders.

The Committee is responsible for reviewing the Governance Principles periodically and, if deemed appropriate, recommending changes to the Board. The Board will then consider whether to approve the changes. Notwithstanding the foregoing, if the Committee comprises the entire Board, then the Committee itself may approve changes. Approval of changes to the Governance Principles shall require the vote of a majority of the Independent Trustees and a majority of the Board (or, if applicable, the Committee).

While the Governance Principles are expected to evolve over time, the core philosophy embedded in the Governance Principles — to protect the best interests of Trust shareholders and retain a strong independent presence on the Board — will not change.

B. Other corporate governance responsibilities

The Committee is also responsible for evaluating the performance of the Board and the Trust in light of the Governance Principles, considering whether improvements or changes are warranted, making recommendations for any necessary or appropriate changes, and taking other appropriate actions consistent with this Charter.

IV. Responsibilities for Trustee nominations

The Independent Trustees on the Committee (“Independent Members”) are exclusively responsible for identifying, evaluating the qualifications of, and nominating all persons for appointment or election as Trustees of the Trust, in accordance with the criteria listed in Appendix A. Candidates may be identified by the Independent Members, the Committee, management or Trust shareholders. In addition, the Independent Members may seek input from Management Trustee Committee members, if any, although all determinations by the Committee with regard to the selection and nomination of Trustee candidates shall be made exclusively by the Independent Members.

A. Independent Trustee candidates

The Independent Members are responsible for nominating Independent Trustee candidates for approval by the existing Independent Trustees. In connection with that responsibility, the Independent Members are also responsible for: (1) identifying potential Independent Trustee candidates, (2) evaluating the qualifications of potential Independent Trustee candidates, including their status as independent, and (3) selecting Independent Trustee candidates for nomination.

B. Management candidates

The Independent Members are responsible for nominating Management Trustee candidates for approval by the existing Board members. The CEO of Everence will be responsible for coordinating or otherwise facilitating the process by which any other Management Trustee candidates are identified for consideration by the Independent Members. The Independent Members will look to the CEO of Everence or his/her designee to produce background and other reference materials necessary for the Independent Members to consider Management Trustee candidates. The Chief Executive Officer of Everence may, but is not required, to serve as a Management Trustee, subject to the approval of the Independent Members, the Committee and the Board.

C. Candidates recommended by shareholders

The Independent Members will consider Independent Trustee candidates recommended by shareholders of the Trust. The Independent Members will evaluate shareholder Trustee candidates using the same criteria applied to other Independent Trustee candidates, along with several additional requirements listed in Appendix A.

D. Evaluation of candidates

In evaluating a candidate’s qualifications for Board membership, the Independent Members will consider factors which it determines are relevant, such as those listed in Appendix A. Candidates will be expected to assist the Independent Members with its diligence, and will likely be required to complete an eligibility questionnaire to assist the Independent Members in assessing a candidate’s qualifications as a potential Trustee. The Committee will determine in its sole discretion whether to nominate a candidate to serve on the Board and the Independent Members determinations will be final.

E. Board approval of nominees

Once the Independent Members have selected and nominated a person for election or appointment as a Trustee of the Trust, there will be a vote at a meeting of the Board to approve or reject the nominee. The full Board of Trustees will vote on nominees nominated by the Independent Members to serve as Management Trustees. The Independent Trustees on the Board will vote on nominees nominated by the Independent Members to serve as Independent Trustees.

F. Assistance of President of the Trust

The President of the Trust, although not a member of the Committee, will assist the Committee at the Committee's request.

V. Committee membership

All current Trustees are eligible to serve on the Committee. The Chairperson shall be an Independent Trustee. The members and the Chairperson of the Committee will be appointed by the Independent Trustees on the Board. Members of the Committee will serve at the pleasure of the Independent Trustees.

VI. Meetings

The Committee will meet as called by the Committee Chairperson. A majority of the Committee will constitute a quorum. Actions requiring approval of the Committee will be by a majority of the current number of Committee members. Actions requiring approval solely by the Independent Members will be by a majority of the current number of Independent Members. Every act done or decision made by the Committee members present at a meeting duly held at which a quorum is present will be regarded as an act of the Committee or the Independent Members or both, as applicable.

IV. Miscellaneous

A. Appropriate resources

The Committee will have the resources and authority appropriate to discharge its responsibilities, including authority to retain special counsel, third-party service providers, and other experts or consultants at the expense of the Trust.

B. Review and consideration of the charter

The Committee will review this Charter periodically, and will recommend any changes to the Board for approval. Board approval is required for initial adoption and any material changes to this Charter. Notwithstanding the foregoing, if the Committee comprises the entire Board, then the Committee itself may approve the initial adoption or any material changes (or both) to this Charter. Actions to adopt and amend this Charter shall require the vote of a majority of the Independent Trustees and a majority of the Board (or, if applicable, the Committee).

Effective: Nov. 11, 2017

Statement of Policy on Criteria for Identifying and Selecting Trustee Candidates

This Statement of Policy reflects the Independent Trustees' views on appropriate criteria to assist in evaluating Trustees of the Trust for future vacancies. It does not contain an exhaustive list and is not intended to serve as a set of absolute requirements. Rather, these are guidelines that the Committee will use as a starting point for evaluating the qualifications of potential Trustee candidates.

I. Criteria for independent and management trustee candidates

- Willingness to invest in and advocate for the Praxis Funds: The Praxis Funds are differentiated in the market by their Stewardship Investing Philosophy. Trustees, as fiduciaries and stewards of the Funds, are expected to hold values aligned with the Funds and be willing to support and advocate for the Praxis Stewardship Investing Philosophy.
- Demonstrated personal integrity.
- Demonstrated sound business judgment.
- Demonstrated involvement in community, charitable or other activities consistent with the Praxis Stewardship Investing Philosophy.
- Employed in a capacity that is not inconsistent with the Praxis Stewardship Investing Philosophy.
- Demonstrated experience on other institutional oversight bodies having similar responsibilities to those of a mutual fund's board, including experience with corporate governance issues and standard business practices.
- Demonstrated professional experience through business or academics.
- Skill sets and/or categories of experience that complement the skills and expertise of the existing Board members.
- Experience with management, technical, financial or regulatory issues. Adequate financial or accounting knowledge to be of use in the complicated financial environment in which mutual funds operate.
- Availability and commitment to perform his or her responsibilities on the Board, including regularly attending Board and applicable Committee meetings. Does not serve as a director or trustee of another mutual fund complex in a manner that would compromise his or her ability to serve on this Board in the interests of Praxis Fund shareholders.

II. Additional criteria for independent trustee candidates

- Not an "interested person" of the Trust in accordance with applicable legal requirements. Those requirements, which originate in Section 2(a)(19) of the Investment Company Act, are summarized in the Independence Checklist for Potential Independent Trustees, which is included as Appendix B.
- Independent (that is, not an "interested person" of the Trust) in terms of both the letter and spirit of the law.
- The ability to act independently in fact with respect to the Trust and its affiliates and others in order to protect and advance the interests of the funds and fund shareholders.

III. Procedures and requirements for independent trustee candidates recommended by shareholders

A. Requirements for nominees

In addition to the criteria in Sections I and II, Independent Trustee candidates recommended by shareholders must meet the following additional requirements:

- The candidate may not be the nominating shareholder, a member of the nominating shareholder group, or a member of the immediate family of the nominating shareholder or any member of the nominating shareholder group.
- The candidate may not be an executive officer, director (or person performing similar functions) of the nominating shareholder or any member of the nominating shareholder group, or of an affiliate of the nominating shareholder or any such member of the nominating shareholder group.
- Neither the candidate nor any member of the candidate's immediate family may be currently employed or employed within the last year by any nominating shareholder entity or entity in a nominating shareholder group.

- Neither the candidate nor any immediate family member of the candidate is permitted to have accepted directly or indirectly, during the year of the election for which the nominee's name was submitted, during the immediately preceding calendar year, or during the year when the candidate's name was submitted, any consulting, advisory, or other compensatory fee from the nominating shareholder or any member of a nominating shareholder group.
- The candidate may not control (as "control" is defined in the 1940 Act) the nominating shareholder or any member of the nominating shareholder group (or in the case of a holder or member that is a fund, an interested person of such holder or member as defined by Section 2(a)(19) of the 1940 Act).

B. Requirements for nominating shareholder or shareholder group

The nominating shareholder or shareholder group must also meet the following requirements:

- Any shareholder or shareholder group submitting a candidate must beneficially own, either individually or in the aggregate, more than 5% of the Trust's securities that are eligible to vote at the time of submission of the candidate and at the time of the annual meeting where the candidate may be elected. Each of the securities used for purposes of calculating this ownership must have been held continuously for at least two years as of the date of the submission. In addition, such securities must continue to be held through the date of the meeting. The nominating shareholder or shareholder group must also bear the economic risk of the investment and the securities used for purposes of calculating the ownership cannot be held "short."
- The nominating shareholder or shareholder group must also submit a certification which provides the number of shares which the person or group has (i) sole power to vote or direct the vote; (ii) shared power to vote or direct the vote; (iii) sole power to dispose or direct the disposition of such shares; and (iv) shared power to dispose or direct the disposition of such shares. In addition, the certification will provide that the shares have been held continuously for at least 2 years.

C. Making a submission

The names of shareholder candidates must be submitted to the Trust's Secretary or any member of the Committee in writing at the address of the Trust. Sufficient background information about the candidate also must be provided to enable the Committee to assess the candidate's qualifications in light of the Committee's selection guidelines. Sufficient information about the submitting shareholder or shareholder group must also be provided to enable the Committee to assess its qualifications to make the submission.

The submission to the Trust's Secretary or Committee member must include:

- the shareholder's (or shareholder group's) contact information and the number of Trust shares owned by the shareholder (or shareholder group);
- the candidate's contact information and the number of Trust shares owned by the candidate;
- all information regarding the candidate that would be required to be disclosed in solicitations of proxies for elections of trustees required by Regulation 14A of the Securities Exchange Act of 1934; and
- a notarized letter executed by the candidate, stating his or her intention to serve as a nominee and be named in the Trust's proxy statement, if nominated by the Board, and to be named as a trustee if so elected.

Shareholders recommending candidates must comply with these requirements at the time of submitting their candidate.

D. Limitations and deadlines

A nominating shareholder or shareholder group may not submit more candidates than the number of Board vacancies. The Committee will consider all candidates whose names are submitted by qualifying shareholders a reasonable time in advance of when the Committee makes its nominations. If shareholders will be asked to elect nominees, the candidate information must be submitted a reasonable time in advance of the scheduled shareholder meeting.

Independence Checklist for Potential Independent Trustee

1. Not an officer of Praxis Funds. Also, not an immediate family member (parent, spouse of parent, spouse, sibling, child, spouse of child, including step and adoptive relationships) of an officer of Praxis Funds.
2. Not an officer, director, partner or employee of ECM (the Adviser) or Foreside Financial Services LLC (the Distributor). Also, not an immediate family member of such individuals.
3. No known direct or indirect beneficial interest (or trustee, executor or guardian of any legal interest) in a security issued by ECM, Foreside Financial Services LLC, or an entity that controls either, such as a parent company.
4. Not executed portfolio transactions, distributed shares of, engaged in principal transactions with, or loaned money or property to, the Praxis Funds, any other account over which ECM exercises discretion, or any other fund for which Foreside Financial Services LLC serves as distributor, within the past 6 months. One non-obvious example: a financial advisor who received 12b-1 fees from one of the Funds could be disqualified because he/she "distributed" shares of a Fund.
5. Not a partner or employee of a firm that has acted as legal counsel to Praxis Funds, ECM or Foreside Financial Services LLC within Praxis Funds' two most recently completed fiscal years.
6. No "material business or professional relationship" with (i) Praxis Funds or its President, (ii) ECM, its CEO or a controlling person of ECM, and (iii) Foreside Financial Services LLC, its CEO or a controlling person of Foreside Financial Services LLC, within Praxis Funds' two most recently completed fiscal years.

There is no bright line definition of "material business or professional relationship" so it is ultimately a matter for the existing Independent Trustees' business judgment. Legislative history suggests that a relationship is material if it "might tend to impair the independence" of the trustee. Also, if the benefit flows from the trustee to the other party it typically is not material because the trustee would not be " beholden " to the other party.

Examples where the SEC has stated or suggested a material business or professional relationship exists or might exist include:

- Serving as portfolio manager to a Praxis Fund.
- Serving as director, officer or employee of Everence or Foreside Financial Services LLC, depending on the particular facts and circumstances. The greater the seniority, responsibility and compensation, the greater the likelihood of a material relationship. Note: as a best practice, fund complexes typically disqualify the adviser's CEO forever.
- Engaging in material transactions or proposed material transactions with Praxis Funds, Everence, or Foreside Financial Services LLC, whether a single transaction or series of transactions, such as service arrangements, consulting arrangements, investment banking arrangements, legal services, or business or real estate transactions. An advisory account with special treatment is an example that the SEC staff believes creates such a relationship, but an account with standard terms would not. In a 1981 SEC No-Action Letter the SEC staff determined that a \$2,000 speaking fee paid to a nominated director for participating in a symposium sponsored by the parent of the fund's advisor did not constitute a material business relationship because "the \$2,000 paid to him for taking part in that seminar [was] not so significant as to tend to impair his independence were he to serve as a disinterested director of the fund."
- Basic rule of thumb: if the dollar amount seems significant and benefits a trustee or candidate, then it's best to treat the arrangement as a disqualifying material business or professional relationship.
- Technical note: an individual only becomes disqualified due to a material business or professional relationship if the SEC issues an order making that determination, but as a best practice, mutual fund boards avoid appointing independent trustees who they determine might have those types of disqualifying relationships.