

# **FIRST BANCTRUST CORPORATION**

## **NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS**

### **CHARTER**

#### **PURPOSE**

The purpose of the Nominating Committee is to provide assistance to the Board of Directors in identifying, screening and recommending qualified candidates to serve as Directors of the Company.

#### **IMPLEMENTATION**

The Board of Directors will review periodically, but at least annually, the performance of the Board to determine if changes in composition or number are warranted. The Board will also ascertain whether or not a vacancy is likely to occur within the next twelve months. If the Board determines that changes in either composition or number are likely to be beneficial to the Company or that a vacancy is likely to occur resulting in the need for a replacement director, the Nominating Committee will implement the process of identifying candidates. Whenever any candidate is found to be qualified, a summary report will be submitted to the Board for consideration. Candidates will not be contacted until approved by the Board of Directors as a whole.

#### **QUALIFICATIONS**

The Nominating Committee shall consist of three or more members of the Board, each of whom shall be independent as defined by the requirements of the primary trading market or security exchange on which the Company's securities are currently traded or have been traded within the last three calendar years.

#### **ORGANIZATION**

The Board of Directors shall annually approve the members and the Chairman of the Nominating Committee as designated by the Chairman of the Board. A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the action of the Committee. The Committee shall keep a record of its actions and proceedings, and shall make a report thereof from time to time to the Board of Directors.

## **MEETINGS**

The Committee shall hold at least one regular meeting (in person or by telephone conference) per year and such other special meetings as may be necessary to fulfill its duties as follows:

- December/January – qualify and recommend nominees for the slate of the directors to stand for election at the next annual meeting of shareholders.
- Special – qualify and recommend nominees to fill new positions or vacancies which may occur on the Board of Directors.

## **POWERS, DUTIES AND RESPONSIBILITIES**

The Nominating Committee shall:

- Develop and recommend criteria for the selection of new directors to the Board, including, but not limited to age, skills, diversity, experience, education, availability and such other criteria as the Committee shall determine to relevant at the time;
- Actively seek individuals qualified to become members of the Board of Directors. The Committee may consider candidates proposed by security holders or management, but is not required to do so;
- If deemed advisable, retain (or terminate) any consulting or search firm to be used to identify director candidates, including authority to approve the firm's fees and other retention terms;
- Review the qualifications of and screen potential candidates to fill Board positions, in light of criteria established by the Board;
- Recommend to the full Board of Directors:
  - Nominees to fill new positions or vacancies as they occur among the Directors; and
  - Prior to each annual meeting of shareholders, the candidates for election or reelection as Directors by the shareholders at the annual meeting;
- Be available to the Chairman of the Board and other Directors for consultation concerning candidates as Directors;
- Upon approval of a directorial candidate by the full Board, the Chairman of the Nominating Committee, jointly with the Chairman of the Board will notify each selected candidate. No individual board member will make any contact whatsoever with any candidate under consideration at any time prior to or during the deliberations of the nominating committee or the full board.
- Review and update this charter from time to time for consideration by the Board of Directors;
- Evaluate the performance and function of the Nominating Committee from time to time; and
- Perform such additional duties and have such additional responsibilities as the Board may from time to time determine.