

# **FIRST REPUBLIC BANK CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

## Purpose of Committee

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of First Republic Bank (the “Bank”) is to recommend individuals to the Board for nomination as members of the Board and its committees and to develop and recommend to the Board a set of corporate governance principles applicable to the Bank. The Committee shall report to the Board on a regular basis and not less than once a year.

## Committee Membership

The Committee shall consist solely of three or more members of the Board each of whom the Board has determined has no material relationship with the Bank and is, in the business judgment of the Board, “independent” under the rules of the New York Stock Exchange, Inc. (“NYSE”); *provided* that the Board may elect to take advantage of any exception from such independence requirements provided in the NYSE rules.

Members shall be appointed by the Board and shall serve at the pleasure of the Board and for such term or terms as the Board may determine. In appointing members of the Committee, the Board will take into consideration such factors as it deems appropriate including, but not limited to, judgment, skill, diversity, relevant experience in a similar capacity, business experience and applicable regulatory requirements.

## Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue. The Committee shall meet in person or telephonically at least twice a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Committee may request members of management or others to attend meetings and provide pertinent information as necessary. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

## Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. Make recommendations to the Board from time-to-time as to changes that the Committee believes to be desirable to the size and composition of the Board or any committee thereof; *provided* that such recommendations comply with applicable size and composition requirements of the NYSE, the Bank’s articles of incorporation and bylaws, the requirements or regulations of the Federal Deposit Insurance Corporation (“FDIC”), applicable California law, and the requirements or regulations of the Securities and Exchange Commission (“SEC”).
2. Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board

the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In nominating candidates, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Bank's Corporate Governance Guidelines, and such other factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, requirements of the NYSE to maintain a minimum number of independent directors, any requirements or regulations of the FDIC and of the SEC to have persons with banking or related management experience and financial expertise available to serve on the Bank's audit committee and the extent to which the candidate generally would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management. In the event the Bank is legally required, by contract or otherwise, to provide a third party with the ability to nominate a director, the selection and nomination of such director need not be subject to the Committee's review; *provided, however*, that the Committee may review and evaluate all shareholder nominees for director in accordance with the Bank's Corporate Governance Guidelines, the procedures set forth in the Bank's annual proxy statement and such other factors as it deems appropriate.

3. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Bank's Corporate Governance Guidelines, and the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee, the interplay of the candidate's experience with the experience of other committee members, requirements of the NYSE for independent members to serve on the Bank's audit and compensation committees and the Committee, any requirements or regulations of the FDIC, and requirements of the SEC, if applicable, to have persons with banking or related management experience and financial expertise serve on the Bank's audit committee.
4. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management. Conduct an annual evaluation of the Board.
5. Develop and recommend to the Board a set of corporate governance principles applicable to the Bank, and to review and recommend any changes or future requirements to those principles at least once a year.
6. Review and determine whether periodic updates are necessary to the Bank's Code of Ethics and Corporate Conduct.

7. Instruct management to promptly advise the Committee of any material breaches of the Code of Ethics and Corporate Conduct.
8. Prepare and issue the evaluation required under “Performance Evaluation” below.
9. Assist management in the preparation of the disclosure in the Bank’s annual proxy statement regarding director independence and the operations of the Committee.
10. Review and assess the adequacy of this Charter at least annually, and recommend revisions to the Charter to the Board for approval.
11. Review and determine whether to approve or ratify a “Related-Person Transaction” as defined in, and in accordance with, the Bank’s Related-Person Transactions Policy, as amended from time-to-time.
12. Report to the Board on a regular basis, and not less than once per year.
13. Fulfill any other duties or responsibilities as assigned by law or regulation, the Bank’s articles of incorporation or bylaws, or expressly delegated to the Committee by the Board from time-to-time.

#### Performance Evaluation

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation shall also recommend to the Board any improvements to the Committee’s Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

#### Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

#### Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants at the expense of the Bank. The Committee shall have the sole authority to select and retain a consultant or search firm, to terminate any consultant or search firm retained by it, and to approve the consultant or search firm’s fees and other retention terms.