



NOMINATING And CORPORATE GOVERNANCE COMMITTEE CHARTER

APPROVED BY BOARD OF DIRECTORS OF METRO BANCORP, INC.: MARCH 20, 2015

PURPOSE

The Nominating and Corporate Governance Committee ("Committee") is appointed on an annual basis by the Board of Directors ("Board") of Metro Bancorp, Inc., ("Metro") to assist the Board in carrying out its responsibilities relating to director nominations and to provide oversight on issues concerning corporate governance practices and the operation of the Board. The Committee shall also be responsible for producing an annual report to enable Metro to make the required disclosures in its proxy statement, in accordance with applicable rules and regulations, regarding the nominations process and the work of the Committee.

I. COMMITTEE MEMBERSHIP

The Committee shall consist of a minimum of three members who meet the independence requirements of the National Association of Securities Dealers and Quotes listing standards, the Securities Exchange Act of 1934 and the rules and regulations of the Securities and Exchange Commission. The Board will determine the qualifications of directors serving on the Committee and may, in its sole discretion, increase, replace or remove members at any time. The Board will appoint the Committee Chairperson ("Chairperson") on an annual basis. Members will serve in accordance with Metro's Bylaws and for a period of one year from the date of the most recent annual reorganization meeting of the Board or until successors are identified and duly appointed.

II. MEETINGS

The Committee shall meet as often as it deems necessary, but not less frequently than four times per calendar year, with two of such meetings being in executive session with attendance by members of the Committee only. Attendance by more than 50% of the membership shall constitute a quorum. The affirmative vote of a majority of the members of the Committee present will be required to approve any action of the Committee.

The Chairperson, in consultation with the other members of the Committee, will determine the dates, times and places for Committee meetings; set the length of each meeting; and approve an agenda of items in advance of each meeting. One or more meetings may be conducted by teleconference or similar means, as deemed appropriate by the Chairperson.

The Committee, at its discretion, may meet in executive session with any senior officer of the Company. The Committee may also request any officer or employee of Metro, outside counsel or the independent auditor to attend a meeting of the Committee.

Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chairperson of the Committee will report to the Board from time to time, or whenever so requested by the Board. In addition, the Chairperson of the Committee or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

A. The Committee will be responsible for the identification of qualified individuals to become members of the Board and its committees, consistent with criteria approved by the Board, and to recommend nominees to the Board for shareholder approval at the annual meetings of shareholders, except if and to the extent Metro is legally required by contract or otherwise to provide third parties with the ability to nominate directors (in which case the selection and nomination of such directors need not be subject to action by this Committee).

1. The Chairman of the Board, the Company's CEO and at least one member of the Committee

shall interview prospective candidate(s). Prospective candidates shall be required to comply with the disclosure requirements of Metro's Related Party Transactions Policy, prior to nomination, as well as adhere to the filing process associated with Section 32 of the Federal Deposit Insurance Act ("Section 32"), which requires written regulatory notification of at least 30 days prior to the addition or replacement of any member of the Board, as applicable.¹ In the event that Section 32 is applicable, regulatory approval must be obtained prior to the date the proposed new Board member is to begin service.

2. A person is not eligible to serve as director if he or she: 1) is under indictment for, or has ever been convicted of a criminal offense, involving dishonesty or breach of trust and the penalty for such offense could be imprisonment for more than one year; 2) is a person against whom a federal or state bank regulatory agency has, within the past ten years, issued a cease and desist order for conduct involving dishonesty or breach of trust and that order is final and not subject to appeal; 3) has been found either by any federal or state regulatory agency whose decision is final and not subject to appeal, or by a court to have (a) committed a willful violation of any law, rule or regulation governing banking, securities, commodities or insurance, or any final cease and desist order issued by a bank, securities, commodities or insurance regulatory agency; or (b) breached a fiduciary duty involving personal profit; or 4) has been nominated by a person who would be disqualified from serving as a director.
 3. Shareholders who wish to recommend individuals for consideration by the Committee to become nominees for election to the Board may do so by submitting a written recommendation to the Secretary of the Board in accordance with the guidance listed in Metro's Annual Proxy Statement to Shareholders. Submissions must include sufficient biographical information concerning the recommended individual, including age, five year employment history with employer names and a description of the employer's business, whether such individual can read and understand basic financial statements and board memberships (if any), for the Committee to consider. The submission must be accompanied by a written consent of the individual to stand for election if nominated by the Board and to serve if elected by the shareholders. As applicable, Section 32 permits an automatic waiver of the 30-day notice described in paragraph A.1 in the event of the election of a new director not proposed by management at a meeting of the shareholders. In this situation, the individual may immediately begin serving, provided that a complete notice is filed with the appropriate Federal Deposit Insurance Corporation (FDIC) office within two business days after the individual's election.
- B. Review and make recommendations to the Board regarding the continued service of a Director in the event (i) an employee Director's employment with the Company is terminated for any reason or (ii) a non-employee Director changes his/her primary job responsibility or primary employer since the time such Director was most recently elected to the Board. In this regard, the Committee may consider the establishment of procedures for retirement or resignation of Directors under such circumstances. The Chairman of the Board shall notify the Chief Risk Officer as soon as practicable of the retirement, resignation or termination of any Board member so that the Chief Risk Officer may provide written regulatory notification within fifteen days of the event, as required by Section 32, as applicable. The Chairman shall also give immediate notice to the Chief Financial Officer so that Metro can ensure the timely filing of any required reports as prescribed under Section 16(a) of the Securities and Exchange Act of 1934 as well as the NASDAQ Listing Rules.
- C. Develop and recommend to the Board for its approval an annual self-evaluation process, and implement and oversee the evaluation of the Board.
- D. Review any shareholder proposals for inclusion in Metro's proxy statement to determine whether such proposals comply with applicable requirements.

- E. Review the Board's committee structure and consider and make recommendations to the Board for its approval of directors to serve as members of Board committees.
- F. Oversee and approve the management succession planning process. Annually review and evaluate the succession plans relating to the CEO and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
- G. Review and reassess annually the adequacy of this Charter and recommend to the Board for approval any proposed changes to this Charter.
- H. Review and annually approve the Metro Code of Business Conduct applicable to employees, officers and directors of the Company.
- I. Perform such other duties and responsibilities as may be assigned to the Committee from time to time by the Board of Directors.
- J. The Committee may form and delegate its authority and responsibilities to subcommittees of this Committee, as it may deem appropriate, provided the subcommittees are composed entirely of independent directors.
- K. The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors, including search firms. Metro shall provide for adequate funding, as determined by the Committee, for payment of compensation to any such advisors and for the ordinary operating expenses of the Committee that are necessary or appropriate to carry out its duties.
- L. Develop and recommend to the Board for its approval a set of corporate governance guidelines, which may include, but not be limited to:
 - 1. A requirement that Metro's non-management directors meet in regularly scheduled executive sessions without management present, and that a meeting of only independent directors take place at least annually;
 - 2. Director qualification standards, including independence, conflicts of interest, experience, leadership, accomplishments, diversity, stock ownership, education, skills, business acumen, reputation, personal and professional integrity and knowledge of the business activities and market areas in which Metro operates;
 - 3. Director responsibilities, including attendance at meetings and advance review of materials;
 - 4. Director access to senior management and independent advisors, as necessary; and
 - 5. Director orientation and continuing education.

V. DISCLOSURE OF CHARTER

This Charter will be published on Metro's website, www.mymetrobank.com.

¹ Refer to Section 32 of the Federal Deposit Insurance Act, and 12 CFR 303, which implements Section 32, for more specific details.