

**Revised August 15, 2007**

**FIRST MIDWEST BANCORP, INC.**

**NOMINATING AND  
CORPORATE GOVERNANCE COMMITTEE CHARTER**

Purpose of Committee

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of First Midwest Bancorp, Inc. (the “Company”) is to identify and recommend individuals to the Board for nomination, election or appointment as members of the Board and its committees, to develop and periodically review and recommend to the Board a set of corporate governance principles (“Corporate Governance Guidelines”) applicable to the Company, to review the Company’s policies and programs that relate to matters of corporate responsibility and to assist the Board in its annual review of the Board’s performance. The Committee shall report to the Board on a regular basis and not less than once a year.

Committee Membership

The Committee shall consist of three or more members of the Board, each of whom the Board has determined to be “independent” under the rules of The Nasdaq Stock Market, as such rules may be amended and modified from time to time.

The members of the Committee shall be appointed by the Board. Candidates to fill subsequent vacancies in the Committee shall be nominated by the Committee as set forth below and appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. Committee members may resign from the Committee by giving written notice to the Board. A Committee member may resign Committee membership without resigning from the Board, but a member shall automatically cease to be a member of the Committee upon either ceasing to be a member of the Board or ceasing to be “independent” as defined above.

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 is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), quorum, action without meetings, notice, waiver of notice, and voting requirements as are applicable to the Board. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee shall meet in person or telephonically at least four times 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 invite the Company's Chief Executive Officer ("CEO") and members of management to its meetings, as the Committee deems appropriate.

### Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. To review the composition of the Board and its committees and to make recommendations to the Board from time to time as to: (i) changes that the Committee believes to be desirable to the size of the Board or any committee thereof; and (ii) the establishment of any new committee of the Board that the Committee believes to be necessary or desirable.
2. To identify, interview and recruit individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders, and in each case to provide to the Board the Committee's assessment of whether each such individual or nominee would be "independent" (as defined above). 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 stockholders. In recommending candidates, the Committee shall take into consideration the Company's Corporate Governance Guidelines, Conflicts of Interest Policy and such other principals, policies and 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, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, but is not required to do so.
3. To establish standards, criteria and processes for the selection of Board candidates and to develop, and at least annually review the Company's standards to be applied by the Board in making determinations regarding the "independence" (as defined above) of each director and to recommend any modifications to such standards the Committee deems appropriate.
4. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, to make a recommendation to the Board as to the class of directors in which the individual should serve.
5. To identify Board members qualified to fill vacancies on any committee of the Board, to recommend that the Board appoint the identified member or members to the respective committee or committees and to recommend to the Board if any member of any committee of the Board should be removed from such committee. In recommending a candidate for committee membership, the Committee shall: (i)

take into consideration the factors set forth in the charter of the committee (if any) and the Company's Corporate Governance Guidelines, 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 and the interplay of the candidate's experience with the experience of other committee members; (ii) provide to the Board the Committee's assessment of whether such individual or nominee would be "independent" (as defined above); and (iii) in the case of a candidate for the Audit Committee, provide to the Board the Committee's assessment of whether such individual would be "financially literate" and where necessary an "audit committee financial expert", in each case as defined by the rules of the Securities and Exchange Commission and The Nasdaq Stock Market, as such rules may be amended and modified from time to time.

6. To evaluate any director nominees proposed by stockholders in accordance with applicable securities and corporate law and the procedures set forth in the Company's organizational documents and annual proxy statement.
7. To assist and advise management in the development, periodic review and evaluation and implementation of a succession plan for senior management.
8. To establish procedures for the Committee to assist the Board in its annual review of the Board's performance.
9. To develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company, to review those Guidelines at least once a year and to recommend any modifications to such Guidelines the Committee deems appropriate.
10. To oversee all proposed amendments to Company's Certificate of Incorporation and By-Laws.
11. From time to time review and make recommendations about changes to the charter of the Committee.
12. To perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

With respect to the foregoing list of duties and responsibilities, if the Company is required by contract or otherwise to provide third parties with the ability to nominate directors (for example, preferred stock rights to elect directors upon a dividend default, shareholder agreements, and management agreements), the selection and nomination of such directors need not be subject to the Committee process.

#### 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 consisting of one or more members of the Committee.

### Performance Evaluation

The Committee shall 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. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.

### 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 select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee. Each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the information provided to the Committee by such persons or organizations.