



## **CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE**

This Charter sets forth the composition, authority, duties and responsibilities of the Corporate Governance Committee of the Board of Directors of VantageSouth Bank (the "Bank").

### **Purpose**

The Corporate Governance Committee (the "Committee") is established as a committee of the Bank's Board of Directors generally to:

- act as a nominations committee of the Board and, in that capacity, identify and make recommendations to the Board regarding candidates for service as directors of the Bank and members of committees of the Board;
- to have such specific or other duties and responsibilities relating to the governance of the Bank as are described in this Charter or as are assigned to it from time to time by the Board of Directors.

### **Composition and Appointment**

The Committee will be comprised of not less than three members who will be appointed annually by the Board of Directors. Members of the Committee will serve at the pleasure of, and may be removed at any time by, the Board of Directors. The Committee will appoint one of the members of the Committee to serve as Committee Chairman. Except to the extent otherwise permitted by the listing standards of The Nasdaq Stock Market ("Nasdaq") (as if those standards applied to the Bank), each member of the Committee must be a director of the Bank who is "independent" as that term is defined in Nasdaq's listing standards. Members of the Committee also must satisfy any other requirements of the Federal Deposit Insurance Corporation, the Securities and Exchange Commission or Nasdaq that from time to time apply to a nominations committee of the Bank.

### **Committee Meetings**

The Committee will meet as often as its members consider necessary in order to carry out the Committee's responsibilities. Dates, times and locations of meetings will be determined by the Committee or by its Chairman. A majority of the number of regular members then serving on the Committee will constitute a quorum. The Committee itself will determine who, if anyone, other than Committee members may be present during its deliberations or voting on any matter. The Committee will keep minutes of its meetings and, following each Committee meeting, the Chairman will make a report to the Board of

Directors at its next scheduled meeting regarding the deliberations of or actions taken by the Committee.

## **Responsibilities**

*Functions as a Nominations Committee:* In its capacity as the Board's nominations committee, the Committee will:

- identify individuals who are qualified to become directors of the Bank;
- recommend candidates to the Bank's Board of Directors each year for selection as nominees for election as directors of the Bank at annual meetings of the Bank's shareholders;
- recommend candidates to the Bank's Board of Directors from time to time for selection as nominees for appointment to fill vacancies on the Board of Directors;
- make recommendations to the Bank's Boards of Directors each year or from time to time regarding their appointment of members of committees of the Board of Directors; and
- make recommendations to the Bank's Board of Directors from time to time regarding the size and composition of the Board and Board Committees.

In identifying candidates to be recommended to the Bank's Board of Directors for selection as nominees or for appointment to fill vacancies, the Committee will seek to identify and recommend individuals who have high personal and professional integrity, who demonstrate exceptional ability and judgment, and who, in conjunction with other members of the Board of Directors, will be effective in collectively serving the long-term interests of the Bank's shareholders. Candidates recommended by the Committee must satisfy applicable requirements of state and federal banking regulators pertaining to qualifications to serve as directors of the Bank, and, in performing its duties, the Committee may develop other criteria or lists of minimum qualifications for use in its identification of individuals to be recommended or selected for consideration as directors (including, without limitation, independence, business experience relevant to the needs of the Bank, leadership qualities, diversity, and special ability to represent shareholders). Any such criteria will be subject to the review and approval of the Board of Directors.

In identifying candidates to be recommended to the Board of Directors for selection as nominees or for appointment to fill vacancies on the Board, the Committee will consider individuals recommended by shareholders. The Committee may develop procedures to be followed in connection with shareholder recommendations (including without limitation deadlines for receipt of recommendations in connection with annual meetings, required information to be provided regarding a candidate, required consents of candidates to be considered by the Committee, and the treatment of previously recommended individuals). Any such procedures will be subject to the review and approval of the Board of Directors.

After receipt of recommendations from the Committee, the Bank's Board of Directors will make all final decisions regarding the nomination or appointment of directors and/or the compensation paid or provided by the Bank.

***Other Functions.*** In addition to the duties and functions described, the Committee will:

- monitor and make recommendations to the Board of Directors from time to time with respect to the functions of various committees of the Board;
- periodically assess the performance of the Board of Directors in meeting its corporate governance responsibilities and report its findings to the Board;
- monitor and make recommendations to the Board of Directors on matters of Board policies and practices, including policies on director service and tenure, and policies that relate to corporate governance; and
- review and make recommendations to the Board of Directors regarding proposals of stockholders that relate to corporate governance matters; and
- have or undertake such other duties and responsibilities within the scope of its primary functions outlined above as the Committee or Board of Directors may from time to time determine.

### **Authority**

The Committee is authorized to perform each of its duties and responsibilities listed in this Charter. If it considers it appropriate, the Committee may delegate any of its responsibilities to a subcommittee, provided that any such subcommittee is composed entirely of "independent" directors. In discharging its responsibilities, the Committee is authorized to retain outside counsel or other consultants (including a search firm) in accordance with procedures established by the Committee, and it has the authority to approve all terms of the engagement of those consultants, including their fees or other compensation.

In performing its duties under this Charter, the Committee may conduct such investigation and request and consider such information (from management or otherwise) as it shall consider necessary, relevant or helpful in its deliberations and the formulation of its recommendations. In connection with any such investigation, the Committee may rely on information provided to it by management without any further verification. However, whenever the Committee takes an action, it will exercise its independent judgment on an informed basis and in a manner it considers to be in the best interests of the Bank and its shareholders.

### **Annual Assessment of Adequacy of Charter**

The Committee will, on an annual basis, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.