



Nominating Committee Charter

Revised and Adopted
January 18, 2017

I. PURPOSE

The Nominating Committee of the Board of Directors of Signature Bank (the “Bank”) shall (a) identify individuals qualified to become members of the Board of Directors of the Bank (the “Board”), consistent with criteria approved by the Board; and (b) recommend such qualified individuals to the full Board for nomination at shareholder meetings or to fill vacancies in the Board between shareholder meetings.

II. ORGANIZATION

The Nominating Committee shall consist of two or more directors, one of whom shall be the Lead Independent Director of the Board, and each of whom shall satisfy the applicable independence requirements of the Nasdaq Stock Market and any other applicable regulatory requirements.

The members of the Nominating Committee shall be appointed by the Board. Members of the Nominating Committee may be removed at any time by action of the Board. The Nominating Committee’s chairperson shall be designated by the Board or, if it does not do so, the members of the Nominating Committee shall elect a chairperson by a vote of the majority of the full Nominating Committee.

The Nominating Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Nasdaq Stock Market and any other applicable regulatory requirements.

III. MEETINGS

The Nominating Committee shall meet as frequently as circumstances require.

IV. AUTHORITY AND RESPONSIBILITIES

To fulfill its responsibilities, the Nominating Committee shall:

1. Identify individuals qualified to become members of the Board (consistent with criteria approved by the Board), conduct background checks of individuals the Nominating Committee intends to recommend to the Board as director nominees and select the director nominees for the next annual meeting of shareholders.
2. Annually assess the size and composition of the Board.
3. Develop membership qualifications for Board committees and make recommendations to the Board with respect to membership on committees of the Board, other than the Nominating Committee.
4. Coordinate and assist management and the Board in recruiting new members and conduct periodic reviews of the independence of the members of the Board and its committees and the financial literacy and expertise of Examining Committee members.
5. Annually review and recommend directors for continued service.
6. Develop and maintain the Bank’s orientation programs for new directors and continuing education programs for directors.

7. Review and reassess the adequacy of this Charter annually in light of the Nasdaq requirements and federal securities laws, and recommend to the Board any changes deemed appropriate by the Nominating Committee.
8. Review its own performance annually.
9. Report regularly to the Board.
10. Perform any other activities consistent with this Charter, the Bank's By-laws and governing law, as the Nominating Committee or the Board deems appropriate.

V. RESOURCES

The Nominating Committee shall have the authority, at its sole discretion, to retain and terminate search firms to identify director candidates, consultants and any other advisors (the "Advisors") to assist it in carrying out its duties. The chairperson of the Nominating Committee, at the request of any member of the Nominating Committee, may request any officer, employee or advisor of the Bank to attend a meeting of the Nominating Committee or otherwise respond to Nominating Committee requests.

The Nominating Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Bank) for payment of compensation to any Advisor retained to advise the Nominating Committee and ordinary administrative expenses of the Nominating Committee that are necessary or appropriate in carrying out its duties.