

NetBank, Inc.
Corporate Governance Committee Charter

Purpose: The Corporate Governance Committee is a committee of the Board of Directors formed for the purpose of ensuring that the Board of Directors is appropriately constituted and governed to meet its fiduciary obligations to the shareholders and the Company.

Responsibilities:

1. Evaluate and make recommendations to the Board concerning the proposal of the Board slate for election, appointment of Directors to Board Committees and the selection of Board Committee Chairpersons, all in consultation with the Chairman and the Chief Executive Officer.
2. Evaluate functioning of Board and make recommendations on establishment of special committees on ad hoc or standing basis to deal with specific issues or problems.
3. Administer a periodic Board performance evaluation process designed to solicit input on the skills, attributes, consistency, and service qualifications, including director interlocks, and continuing education of existing Board members.
4. Evaluate and monitor standards for directors and executive officers in the areas of ethics, confidentiality and insider trading.
5. Monitor the Company's compliance with corporate governance principles established by the Sarbanes-Oxley Act of 2002, the Securities and Exchange Commission and the applicable stock exchange.
6. Periodically evaluate and make recommendations concerning director compensation.
7. Make final determinations on issues of Director independence and conflicts of interest.
8. Designate a person to lead in executive sessions of Board meetings with only non-management Board members, which sessions shall be held periodically immediately following a regularly scheduled Board meeting.

Membership and Organization:

1. The Committee shall consist of no fewer than two members, and each member shall qualify as "independent" under applicable law and stock exchange rules.
2. The Committee shall meet at least quarterly.