

**REPUBLIC BANCORP INC.
CORPORATE GOVERNANCE AND NOMINATING
COMMITTEE**

CHARTER

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Republic Bancorp Inc. (the “Company”) shall consist of a minimum of three directors. Members of the Committee shall be appointed and may be removed by the Board. All members of the Committee shall be independent directors (as determined pursuant to the requirements of Nasdaq).

The purpose of the Committee shall be to assist the Board in fulfilling its responsibilities in assuring that the Company is governed in a manner consistent with the interests of shareholders, in identifying qualified individuals to become Board members, in determining the structure and composition of the Board and its committees, in monitoring a process to assess Board effectiveness and in developing and implementing the Company’s corporate governance guidelines.

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the Board and to select director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders.
2. To review the structure and composition of the Board and its committees, and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
3. To develop and recommend to the Board for its approval a set of corporate governance principles. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
4. To develop and recommend to the Board for its approval an annual self-evaluation process of the Board, its committees and its members. The Committee shall oversee the annual self-evaluations.
5. To review on an annual basis director compensation and benefits.

To the fullest extent permitted under applicable law and the Company's articles of incorporation and bylaws: (i) the Committee shall be delegated the full power and authority of the Board in taking any and all actions related to, concerning or arising out of this charter and the Committee's authority and responsibilities; and (ii) the Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall report its actions and recommendations to the Board after each Committee meeting. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.