

**FIRST BUSEY CORPORATION**  
**NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER**

**PURPOSE**

The Nominating & Corporate Governance Committee shall (1) identify individuals qualified to become Board members, and recommend that the Board select the director nominees for the next annual meeting of shareholders; and (2) develop and recommend to the Board Corporate Governance Guidelines applicable to the Company.

**NOMINATING & CORPORATE GOVERNANCE COMMITTEE COMPOSITION AND MEETINGS**

The Nominating & Corporate Governance Committee shall consist of no fewer than two directors. Each member of the Nominating & Corporate Governance Committee shall satisfy the independence requirements of The Nasdaq National Market. The Board shall appoint the Chair and the other members of the Nominating & Corporate Governance Committee annually. The members of the Nominating & Corporate Governance Committee shall serve until their successors are appointed and qualify. The Board shall have the power at any time to change the membership of the Nominating & Corporate Governance Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements established by the Nasdaq.

The Chair shall be responsible for leadership of the Nominating & Corporate Governance Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. If the Chair is not present at a meeting, the members of the Nominating & Corporate Governance Committee may designate a Chair. The Nominating & Corporate Governance Committee shall meet at least once each year and hold such other meetings from time to time as may be called by its Chair, the Chief Executive Officer (“CEO”) or any two members of the Committee. Meetings may also be held telephonically or actions may be taken by unanimous written consent. A majority of the members of the Nominating & Corporate Governance Committee shall constitute a quorum of the Committee. The vote of a majority of the members of the full Nominating & Corporate Governance Committee shall be the act of the Committee. Except as expressly provided in the Charter or the By-laws of the Company or as required by law, regulations or Nasdaq listing standards, the Nominating & Corporate Governance Committee shall fix its own rules of procedure.

**NOMINATING & CORPORATE GOVERNANCE COMMITTEE AUTHORITY, DUTIES AND RESPONSIBILITIES**

1. The Nominating & Corporate Governance Committee shall develop qualification criteria for Board members, and search for, interview and screen individuals qualified to become

Board members for recommendation to the Board and consider stockholders' recommendations for director candidates, all in accordance with the Corporate Governance Guidelines.

2. The Nominating & Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating & Corporate Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

3. The Nominating & Corporate Governance Committee shall recommend to the Board the membership of the committees of the Board.

4. The Nominating & Corporate Governance Committee shall oversee the evaluation of the performance of incumbent directors and determine whether to recommend them for re-election to the Board.

5. The Nominating & Corporate Governance Committee shall oversee the evaluation of the executive officers of the Company and make recommendations to the Board as appropriate.

6. The Nominating & Corporate Governance Committee shall initiate and oversee a periodic evaluation of (i) the quality, sufficiency and timeliness of information furnished by management to the directors in connection with Board and committee meetings and other activities of the directors, (ii) the composition, organization (including its committee structure, membership and leadership) and practices of the Board, (iii) tenure and other policies related to the directors' service on the Board, and (iv) corporate governance matters generally; and recommend action to the Board where appropriate.

7. The Nominating & Corporate Governance Committee shall monitor the orientation and training needs of directors and recommend action to the Board, individual directors and management where appropriate.

8. The Nominating & Corporate Governance Committee shall review periodically with the Company's outside securities counsel, in light of changing conditions, new legislation and other developments, the Company's Code of Ethics, and make recommendations to the Board for such changes to or waivers of the Code of Ethics as the Committee shall deem appropriate. The Nominating & Corporate Governance Committee shall review whether the Company's Code of Ethics has been communicated by the Company to all key employees of the Company with a direction that all such key employees certify that they have read, understand and are not aware of any violations of the Code of Ethics.

9. The Nominating & Corporate Governance Committee shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

10. The Nominating & Corporate Governance Committee shall report its actions and any recommendations to the Board after each Committee meeting.

11. The Nominating & Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

12. The Nominating & Corporate Governance Committee shall annually review its own performance.

13. The Nominating & Corporate Governance Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.