

**Charter of the Nominating and Corporate Governance Committee
Of the Board of Directors of
MB Financial, Inc.**

I. Statement of Policy

The Nominating and Corporate Governance Committee (the “Committee”) shall be appointed by the Board of Directors (the “Board”) of MB Financial, Inc. (the “Corporation”) for the purpose of: (i) identifying individuals qualified to serve as Board members, consistent with criteria approved by the Board; (ii) recommending to the Board the director nominees for election or appointment to the Board of Directors; (iii) taking a leadership role in shaping the Corporation’s corporate governance practices and (iv) fulfilling the other responsibilities set forth in this Charter.

II. Committee Composition and Meetings

The Committee shall be comprised of three or more directors (including a chairperson) as appointed annually by the Board, each of whom shall be an independent director as defined by the Nasdaq Stock Market listing standards and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies, subject to the qualification requirements of this Charter. The Committee shall meet at least two times annually or more frequently as circumstances require.

III. Committee Duties, Responsibilities and Process

The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions at the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board or specified by the Board as applicable to the Committee. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Corporation, or (c) the laws of the State of Maryland.

The Committee may request that any directors, officers or employees of the Corporation, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee shall have the following responsibilities:

1. Recommend to the Board the appropriate size of the Board and assist in identifying, interviewing and recruiting candidates for the Board.

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2. Recommend candidates (including incumbents) for election and appointment to the Board of Directors, subject to the provisions set forth in the Corporation's Charter and Bylaws relating to the nomination or appointment of directors, based on the following criteria: business experience, education, integrity and reputation, independence, conflicts of interest, diversity, age, number of other directorships and commitments (including charitable obligations), tenure on the Board, attendance at Board and committee meetings, stock ownership, specialized knowledge (such as an understanding of banking, accounting, marketing, finance, regulation and public policy) and a commitment to the Corporation's communities and shared values, as well as overall experience in the context of the needs of the Board as a whole.
3. Review nominations submitted by stockholders, which have been addressed to the corporate secretary, and which comply with the requirements of the Corporation's Charter and Bylaws. Nominations from stockholders will be considered and evaluated using the same criteria as all other nominations.
4. Annually recommend to the Board committee assignments and committee chairs on all committees of the Board, and recommend committee members to fill vacancies on committees as necessary.
5. Consider and make recommendations to the Board regarding matters related to the Corporation's director retirement policy.
6. Periodically evaluate emerging best practices and make appropriate recommendations for Board approval, with respect to corporate governance policies or guidelines relating to, among other things:
 - (a) the structure of various committees of the Board, the composition and individual members of such committees and the functions of the Board and the committees thereof;
 - (b) Director access to management;
 - (c) Board tenure and retirement policies;
 - (d) Board and Committee self-assessments;
 - (e) Director orientation and continuing education; and
 - (f) other matters deemed advisable to improve the overall effectiveness of the Board.
7. Conduct, at least annually, a performance assessment of the Board and report its findings to the Board, and at least annually conduct a self-evaluation of the Committee.

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8. Review, at least annually, the Corporation's Code of Ethics and Conduct policy and if appropriate, make recommendations for Board approval with respect to modifications or enhancements thereto, and consider requested waivers thereof, if any, for directors and executive officers.
9. Review and approve annually the required proxy statement disclosures regarding the board nomination process.
10. Review, at least annually, the Committee charter and recommend changes to the Board for approval as appropriate.
11. Establish procedures for the regular ongoing reporting by board members of any developments that may affect his or her qualifications or independence as a director and make recommendations as deemed appropriate.
12. Recommend to the Board a set of corporate governance principles applicable to the Corporation, and perform a review of those principles at least annually.
13. Perform any other duties or responsibilities expressly delegated to the Committee by the Board.

IV. Investigations and Studies; Outside Advisers

The Committee may conduct or authorize studies of or investigations into matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such counsel or other advisers as it deems necessary (which may, if the Committee deems it appropriate, be the Corporation's regular counsel or advisers). The Committee shall have the authority to retain or terminate one or more search firms to assist the Committee in carrying out its responsibilities, including authority to approve the firm's fees and retention terms, which fees shall be borne by the Corporation.