

Peapack-Gladstone Financial Corporation

NOMINATING COMMITTEE CHARTER

Purpose

The Nominating Committee (“NC”) is appointed by the Board of Directors (the “Board”) to take an active leadership role in shaping and monitoring the corporate governance of Peapack-Gladstone Financial Corporation (the “Company”).

Committee Membership

The NC will consist of not less than three Directors all of whom in the judgment of the Board shall meet the independence requirements of the American Stock Exchange.

The members shall be appointed and replaced by the Board.

In addition to independence, qualification for membership should include familiarity with the regulatory framework of the company, financial literacy and business management experience.

Committee Authority and Responsibilities

1. The NC shall develop and recommend to the Board, for its approval, Corporate Governance Principles which, at a minimum shall address:
 - a. Director qualifications and standards
 - b. Director responsibilities
 - c. Director orientation and continuing education
 - d. Limitations concerning service on other listed company Boards
 - e. Director access to management and records
 - f. Management succession
 - g. “Blackout Policy” for trading in the Company’s stock
 - h. Oversight of By-laws and Certificate of Incorporation
2. When requested by the Board, the NC shall actively seek and identify individuals qualified to become board members for recommendation to the Board.
3. The NC shall recommend director nominees to the Board to stand for election at each annual meeting of shareholders.
4. The NC may, when appropriate, delegate authority to one or more members or to one or more subcommittees established by the NC.
5. The NC shall have sole authority to retain and terminate any search firm which it may determine to use to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The NC shall have sole authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

6. The NC shall annually recommend to the Board individuals to serve on each committee and the chair of each committee.
7. The NC shall meet not less than semi-annually and shall review and assess this charter at least annually and recommend proposed changes to the Board for approval.
8. The NC shall report to the full Board at least semi-annually.
9. The NC will review the Board's adherence to the Company's Code of Business Conduct and Ethics.
10. The NC shall consider the appropriateness of continued service of directors who experience a material change in their outside responsibilities or questions concerning their adherence to the Company's Code of Business Conduct and Ethics.
11. At least annually, the NC shall review the management succession plan and report to the Board the results of its evaluation, including recommendations for changes to the plan.