

Associated Banc-Corp
Nominating and Search Committee Charter

Nominating and Search Committee Purpose

The primary purpose of the Nominating and Search Committee of the Board of Directors is to review candidates for membership on the Corporate Board of Directors and recommend individuals for nomination to the Board. This Committee shall also prepare and periodically review with the entire Board of Directors a list of general criteria for Board nominees.

It shall be the responsibility of the Committee to recommend a successor to the chief executive officer when that position becomes vacant.

In order to be considered for renomination to an additional term on the Corporate Board of Directors, the Committee shall ensure that the individual continues to meet the criteria established for nominees to the Board of Directors, as set forth on Exhibit 1 hereto.

The Committee's primary duties and responsibilities are to:

- Review and approve the slate of directors and annual meeting resolutions
- Ensure new and continuing directors meet Nomination/Renomination Criteria
- Review and recommend succession planning for executive management
- Recruit and retain members of the Board of Directors of Associated Banc-Corp
- Assess the attributes new directors should have for the appropriate mix to be maintained and ensure that prospective candidates are informed of the degree of energy and commitment the company expects of its directors
- Maintain a database of potential candidates, in consultation with the Board of Directors and Chief Executive Officer, on an ongoing basis
- Identify, with as much advance notice as practicable, impending Board vacancies, so as to allow sufficient time for recruitment and for introduction of nominees to the Board

Nominating and Search Committee Membership

The membership shall be appointed by the Board from time to time as needed and shall consist of no less than three (3) independent director members. Members selected shall not be employees of the company, shall meet the independence requirements of NASDAQ and the SEC, and the Chairman is to be appointed from among its members by the Board.

Any member appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Committee and the company will be served thereby. Members may resign from the Committee upon written resignation being duly submitted to and approved by the Board.

Nominating and Search Committee Meetings

The Nominating and Search Committee shall meet at least annually to review candidates for nomination/renomination to the Board and meet at such other times during the year as may be necessary to carry out the purposes outlined in this Charter.

Other

The Nominating and Search Committee shall perform any other activities consistent with this Charter, the company's Bylaws, and governing law, as the Nominating and Search Committee or the Board of Directors deems necessary or appropriate.

The Nominating and Search Committee shall maintain minutes of its meetings and make its minutes available to the full Board of Directors.

The Nominating and Search Committee shall periodically report to the Board of Directors on significant results of the foregoing activities. All matters requiring approval of the company's Board of Directors must be made by the full Board, based upon the recommendation of the Nominating and Search Committee.

The Nominating and Search Committee, along with the Board of Directors, shall review and assess the adequacy of this Charter at least annually. The Nominating and Search Committee Charter shall be submitted to the Board of Directors for approval annually.

Exhibit 1
Nomination/Renomination Criteria

With respect to each person proposed to be nominated, the Committee shall be provided with the following information: (i) the name, address (business and residence), date of birth, principal occupation or employment of such person (present and for the past five (5) years); (ii) the number of shares of the Corporation such person beneficially owns (as such term is defined by Section 13(d) of the Securities Exchange Act of 1934, as amended [the "Exchange Act"]); and (iii) any other information relating to such person that would be required to be disclosed in a definitive proxy statement to shareholders prepared in connection with an election of directors pursuant to Section 14(a) of the Exchange Act. The Corporation may require any proposed nominee to furnish additional information as may be reasonably required to determine the qualifications of such person to serve as a director of the Corporation. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in the Bylaws.

Minimally, these criteria should address the level of director attendance, preparedness, participation, and candor.

With each director nomination recommendation, the Committee should consider the *mix of director characteristics, experiences, diverse perspectives, and skills* that is most appropriate for the company.

The board maintains an openness to new ideas and a willingness to critically re-examine the status quo.

Minimally, the *core competencies* should address: accounting or finance experience, market familiarity, business or management experience, industry knowledge, customer-base experience or perspective, crisis response, leadership, and/or strategic planning.

Nominees should possess the following characteristics:

- ◆ Personal integrity — a pledge based on one's own personal integrity that represents the organization's commitment to dealing with others in a fair and truthful manner.
- ◆ Professional excellence — characteristics and behavior, such as respect for others, fair evaluation, and positive regard, that constitute professional excellence as a model for board, executives, and associates to follow.
- ◆ Accountability and responsibilities — an emphasis on good stewardship, the organization's responsibilities to its constituents, and their responsibilities to the organization.
- ◆ Equal opportunity and diversity — establish the organization's commitments in hiring and other personnel practices.
- ◆ Conflict of interest, personal gain, and expense reporting — all decisions will be in the best interests of the organization. It is a helpful reminder that individuals should evaluate their conduct and their decisions in light of their impact on the organization vis-a-vis the public and, more precisely, in light of how they might reasonably be perceived by others. These standards are the essence of any code of ethics, and they constitute core values helping to

underscore that the public can place its faith in the organization's basic integrity.

- ◆ Fresh intellectual perspectives and ideas
- ◆ Knowledge of the banking and finance industry, competitors, and future trends

Desired Diversity of Board Member Experience and Competencies:

The corporation's best interests are served by maintaining a diverse and active Board membership with members who are willing, able, and well-situated to provide insight into current business conditions, opportunities, and risks. The "outside" perspectives of the members are key factors in the corporation's success.

1. It is the current feeling of the Board that its membership should be maintained at 10-12 persons with the flexibility to expand, if required, to support acquisitions or mergers.
2. Geographic diversity is desirable and, therefore, membership should consider, in as practical a manner as possible, the markets the corporation serves.
3. Industry representation is desirable and, therefore, a mix and balance of manufacturing, service, public, and private companies should be present.
4. Expertise in multi-disciplines is desirable. Therefore, financial/accounting expertise, sales/marketing expertise, mergers and acquisition expertise, regulatory, manufacturing, and production expertise, educational institutions, and public service expertise are all desirable.
5. The Board should consider diversifying its membership racially, ethnically, and through gender representation.
6. A majority of the members of the Board of Directors shall meet the independence requirements of the SEC and NASDAQ.