

FIRST FINANCIAL BANCORP.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The Board of Directors (“Board”) of First Financial Bancorp. (“Company”) is committed to establishing and maintaining corporate governance practices designed to aid the long-term success of the Company and effectively enhance and protect shareholder value. Central to effective corporate governance at the Company is the Corporate Governance and Nominating Committee (the “Committee”). This Committee reports to the Board on corporate governance matters.

Membership

The Committee is comprised of no less than two and no more than five independent members of the Board. Director independence, at a minimum, is consistent with applicable rules of the National Association of Securities Dealers, Inc. (“NASD Rules”). Specific director independence guidelines are specified in the Company’s “Corporate Governance Principles.” These guidelines may be found on the Company’s web site. The Committee also maintains a chair. The Committee chair and members serve one year renewable terms.

Meetings

The Committee meets at least four times annually, and at other times as necessary. The Committee, through the Committee chair, shall report periodically to the full Board.

Responsibilities

The Committee’s responsibilities include the following:

- Develop and periodically review the effectiveness of the Company’s “Corporate Governance Principles.” The Committee makes recommendations on revisions to these guidelines as appropriate. Included among these responsibilities is keeping the Board apprised of impending corporate governance guidelines and “best practices.”
- Monitor and protect the Board’s independence.
- Oversee and review the Company’s processes for providing information to the Board.
- Recommend appropriate Board committee structures and membership. The Board has determined that there are three committees essential to effective governance. These are the Audit, Compensation, and Corporate Governance and Nominating Committees. The Board is committed to ensuring the independence of these committees. Committee independence is evaluated in light of the

Sarbanes-Oxley Act of 2002, NASD Rules and the Company's "Corporate Governance Principles."

- Establish procedures for the director nomination process and recommend nominees for election to the Board. The Committee evaluates the background and qualifications of director nominees, including those nominated by the Company's shareholders. Shareholders wishing to nominate a director candidate for the Committee's consideration may do so by submitting the information required by Section 2.1 of the Company's Amended and Restated Regulations to the Company's secretary.
- Oversee the formal evaluation of the Board and all Board committees, including a formal assessment of individual directors. All standing directors will be formally evaluated prior to consideration for re-nomination to the Board.
- Secure the services of external search firms or other experts as necessary and appropriate. These services will be compensated from the Board's budget. This budget system is designed to ensure the independence of such external advisers.
- Promote the quality of directors through continuing education experiences.
- The Committee shall annually review and evaluate the Committee charter.

Adopted January 27, 2004