

**Advanta Corp.**  
**Nominating Committee Charter**

This Charter governs the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Advanta Corp. (the “Company”), which shall have the authority, responsibility and specific powers described below.

**Purposes.** The Committee’s purposes are (a) to identify individuals qualified to become members of the Board, (b) recommend to the Board a slate of director nominees to be elected by stockholders and (c) recommend to the Board director candidates to be elected by the Board to fill any vacancies, all in accordance with applicable laws, rules or regulations of the Securities and Exchange Commission and other governmental authorities, applicable rules of the Nasdaq National Market (“Nasdaq”) and/or any other stock exchange where the Company’s securities are from time to time listed (collectively, “Applicable Requirements”).

**Duties and Responsibilities.** The duties and responsibilities of the Committee shall include the following, in addition to any others that may be assigned by the Board from time to time:

- Identify and review the qualifications of potential nominees for the Board, including incumbent directors and candidates recommended by stockholders.
- Recommend to the Board a slate of director nominees with respect to each class of directors to be elected by stockholders.
- As vacancies or new positions on the Board arise, actively seek individuals qualified to become Board members for recommendation to the Board.
- Develop and recommend to the Board criteria to identify and evaluate prospective candidates for nomination to the Board.
- Evaluate the appropriateness of the size of the Board relative to its various responsibilities and recommend to the Board any increase or decrease with respect thereto.
- Evaluate the composition of the Board and recommend to the Board any changes to such composition so as to best reflect the objectives of the Company and the Board.
- Review this Charter from time to time for adequacy and compliance with Applicable Requirements, and recommend any changes to the Board.

**Criteria for Selecting New Directors.** The Committee, in recommending the selection of nominees for director shall do so based on such nominee’s integrity, skill, leadership ability, financial sophistication and capacity to help guide the Company, and based on such other considerations as the Committee shall deem appropriate. In addition, the Committee shall consider all Applicable Requirements with regard thereto, including when appropriate those applicable to membership on the Committee. The Committee shall establish, and, to the extent required by Applicable Requirements, publish in the Company’s proxy statement or elsewhere as

required, specific, minimum qualifications that must be met by any nominee to be selected or recommended by the Committee and the specific qualities or skills that the Committee may determine from time to time to be necessary for one or more of the Company's directors to possess.

**Committee Member Qualifications.** The members of the Committee shall satisfy any Applicable Requirements, including the "independence" requirements of Nasdaq from time to time in effect and applicable to the Company. Committee members shall be appointed and removed by the Board. A member of the Committee shall be selected by the Board to serve as the Committee's chairperson. The Committee may delegate its authority to a subcommittee comprised solely of its members.

**Committee Size, Meetings and Reporting.** The Committee shall be comprised of at least two members and conduct at least one meeting per year, or more if deemed appropriate by its chairperson or a majority of its members. The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board. The Committee shall report to the Board on its activities.