

**OPUS BANK**  
**AMENDED AND RESTATED NOMINATING AND CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**

Adopted March 7, 2014 and effective as of April 16, 2014

The Nominating and Corporate Governance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Opus Bank (the “Bank”).

**I. PURPOSE AND CERTAIN CONSIDERATIONS**

The Committee is appointed by the Board to (i) provide leadership in shaping the corporate governance of the Bank; (ii) assist the Board by identifying individuals, consistent with the Board’s criteria, qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders or for filling newly-created directorships resulting from an increase in the size of the Board or vacancies; and (iii) recommend to the Board director nominees for each committee.

**II. COMMITTEE MEMBERSHIP**

**A.** Except as required by paragraph II.D. below, the Committee shall consist of no fewer than three directors as determined by the Board.

**B.** At such time and to the extent such requirements are applicable to the Bank, the members of the Committee shall meet the independence requirements under the rules of The Nasdaq Stock Market.

**C.** The members and chair of the Committee shall be appointed and replaced by the Board.

**D.** Notwithstanding anything to the contrary in this Charter, (i) during any period that a representative (an “Investor Representative”) of Fortress Investment Group LLC, Elliot Associates, L.P. or Starwood Capital Global Group, L.P. (each a “Significant Investor”) is a member of the Board, the Committee shall have not less than five members, and (ii) during any period that all three Significant Investors have an Investor Representative serving on the Committee, the Committee shall have not less than seven members.

**III. MEETINGS**

**A.** The Committee shall meet as often as it deems necessary in order to perform its responsibilities.

**B.** The Committee may request that any directors, officers or employees of the Bank, 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.

C. Meetings of the Committee shall be called by the chair of the Committee or a majority of the members of the Committee. Meetings of the Committee shall be held and actions taken in the same manner as is provided in the Amended and Restated Bylaws for meetings of and actions taken by the Board, except that the time of regular meetings of the Committee may be determined either by resolution of the Board or by the Committee. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Bank.

#### IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

A. The Committee shall periodically review the Charter and submit any recommended changes to the Charter, if any, to the Board for its approval, and the Bank shall publish or otherwise make publicly available the Charter in accordance with the rules and the rules and regulations promulgated pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as applied by the Federal Deposit Insurance Corporation (the “FDIC”).

B. The Committee shall advise and make recommendations to the Board with respect to issues and policies affecting the governance of the Bank. As part of its role, the Committee shall periodically review the Bank’s Corporate Governance Guidelines, Related Party Transaction Policy, Corporate Code of Conduct and Business Ethics Policy and such other Bank policies the Committee deems appropriate, and shall recommend for Board approval any updates thereto that the Committee deems necessary or appropriate.

C. The Committee shall conduct the process by which director nominees are selected to stand for election to the Board or to fill a vacancy on the Board. When a vacancy on the Board is anticipated to occur, the Committee shall seek to identify individuals qualified to become Board members, consistent with the criteria established by the Board or applicable rules or regulations, for recommendation to the Board. In carrying out its responsibility of finding the best qualified individuals to serve as directors for the Bank, the Committee shall consider and evaluate director candidates from a number of sources, including the Chairman and other members of the Board, members of management, employees and shareholders. Unless otherwise required by then applicable FDIC rules, rules or regulations promulgated pursuant to the Exchange Act or the Amended and Restated Bylaws of the Bank, recommendations from shareholders should be submitted in writing, addressed to the Chairman of the Nominating and Corporate Governance Committee care of the Secretary of the Bank. Unless otherwise required by then applicable FDIC rules, or rules or regulations promulgated pursuant to the Exchange Act, the Committee shall evaluate shareholder recommended director nominees using the same eligibility standards as considered for other recommended director nominees. Consistent with the requirements of The Nasdaq Stock Market, nominees for election to the Board are recommended by the Committee and approved by the Board.

D. The Board has set as criteria for director candidates those individuals who have had substantial achievement in their personal and professional pursuits, and whose talents, experience, and integrity would be expected to contribute to the best interests of the Bank and to long-term shareholder value. The Committee shall, when evaluating the need for director candidates, seek the advice of the Board and management with respect to attributes that may mold the Board’s capabilities and functionality as a whole, including skill-sets, diversity, specific

business background and global or international experience.

**E.** The Committee shall review the qualifications and independence of the members of the Board and its various committees on a periodic basis. The Committee also shall recommend to the Board the directors to be appointed to serve on, and the chair of, each committee of the Board; provided, however, that the Committee shall not recommend to the Board that an Investor Representative be appointed as chair of any Board committee without the consent of the Significant Investor who designated such Investor Representative.

**F.** To the extent not being done by the Board or other committees of the Board, the Committee shall review proposals for new business, including shareholder proposals for new business, in connection with shareholder meetings.

**G.** The Committee shall review and approve or ratify all related-party transactions in accordance with the Bank's Related Party Transaction Policy.

**H.** The Board or the Committee may, to the extent permitted by the law or regulatory authority, form and delegate authority to subcommittees of the Committee (including a subcommittee consisting of a single member).

**I.** The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance to support the Board's own evaluation of its performance. The Committee shall periodically assess whether each of the Audit and Risk Committee and Compensation Committee has a functioning self-evaluation process, and shall report its assessment to the Board.

**J.** The Committee shall have such other duties as may be delegated from time to time by the Board.

**K.** The Committee shall have the authority to obtain advice and assistance from internal and external legal, accounting or other advisors. The Committee shall also have access to the Bank's management for research, consultation and advice on all of the matters contained in this Charter. In performing their responsibilities, members of the Committee are entitled to rely in good faith on records of the Bank and information, opinions, reports or statements prepared or presented by one or more officers or employees of the Bank or other persons whom the members reasonably believe to be reliable and competent in matters presented.

**L.** The Committee shall conduct succession planning for the Bank's Chief Executive Officer and shall periodically report such plans to the Board. The Committee shall work with the Board to nominate and evaluate potential successors to the Bank's Chief Executive Officer and to establish policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer. The Committee shall, with input from the Chief Executive Officer and other members of management as appropriate, undertake an annual review of the Bank's program for management development and succession planning for executive officers other than the Chief Executive Officer. The Committee shall work with the Board to review succession candidates for executive officers other than the Chief Executive Officer or other senior managers as it deems appropriate.

**M.** The Committee shall make reports to the Board as needed.