

1ST CONSTITUTION BANCORP

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) of 1st Constitution Bancorp (the “**Company**”) is appointed by the Board of Directors of the Company (the “**Board**”):

- (1) to assist the Board by identifying individuals, and considering individuals recommended by shareholders, who are qualified to become Board members, and to recommend to the Board, consistent with the criteria set forth in the Company’s Corporate Governance Guidelines, the director nominees for the next annual meeting of shareholders and directors to fill any vacancies between annual meetings;
- (2) to assist the Board in reviewing any shareholder notice of a director nominee pursuant to the Company’s by-laws;
- (3) to develop and recommend to the Board the corporate governance guidelines applicable to the Company;
- (4) to lead the Board in its annual review of the Board’s performance;
- (5) to recommend to the Board director nominees for each Board committee; and
- (6) to review and revise as necessary the Company’s Code of Business Conduct and Ethics.

Committee Membership

The Committee shall consist of no fewer than three members. All of the members of the Committee shall meet the Nasdaq independence requirements.

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

Committee Authority and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors without the requirement to consult management.
2. The Committee shall actively seek and identify individuals qualified to become Board members for recommendation to the Board when vacancies occur in the Board, and shall oversee the Board’s succession planning and monitor and review the development and progression of members of the Board and potential director candidates.
3. The Committee shall consider, in conjunction with the criteria provided in the Corporate Governance Guidelines, the gender, racial, cultural, geographical, professional, educational and generational diversity of each of the director candidates and the Board as a group. The Committee shall consider all aspects of a director candidate’s background in determining the nominees who will enhance and add valuable perspective to the Board.

4. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the performance of the Board and the committees of the Board, to be discussed with the full Board following the end of each fiscal year.
5. The Committee shall annually review the size and composition of the Board and make recommendations to the Board.
6. The Committee shall review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
7. The Committee may form and delegate authority to subcommittees when appropriate.
8. The Committee shall make regular reports to the Board.
9. The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.