



Governance and Nominating Committee Charter

Purpose

The purpose of the Governance and Nominating Committee (“Committee”) of the Board of Directors (the “Board”) of Eagle Bancorp, Inc. (“Company”) is to assist the Board in discharging the Board’s responsibilities regarding the implementation of sound corporate governance principles and practices, including:

- the identification of qualified candidates to become Board members;
- the recommendation of nominees for election as directors at the next annual meeting of shareholders (or special meeting of shareholders at which directors are to be elected);
- the selection of candidates to fill any vacancies on the Board, including but not limited to newly-created positions;
- review of shareholder proposals submitted to the Company and recommendation to the Board of appropriate action; and
- oversight of the evaluation of the Board and committees of the Board.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws and certificate of incorporation.

Membership and Structure

The Committee shall be comprised of at least three directors, as determined by the Board, each of whom at all times (a) satisfies the independence requirements of the NASDAQ Stock Market (NASDAQ) for committees performing the function of a nominating committee and the standards imposed by the Securities and Exchange Commission (SEC) for such committees, and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board, upon the recommendation of the Committee. Committee members and the Chair of the Committee will be appointed or reappointed, as the case may be, annually at the Board’s first meeting following the annual meeting of shareholders, or when necessary. Committee members shall serve until they are replaced, they resign, or their successors are duly elected and qualified. Committee members can be removed from the Committee, with or without cause, by the Board, and vacancies will be filled by a majority vote of the directors of the Board. The Committee may form and delegate any of its responsibility to subcommittees as it deems necessary or appropriate in its sole discretion.



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Meetings

The Committee shall meet on a regularly scheduled basis at least two (2) times per year or more frequently as the Committee deems necessary or desirable. The Committee Chair or his or her designee will preside at each meeting of the Committee and in consultation with the other members of the Committee, shall set the agenda of items to be addressed at each meeting. The Committee Chair or his or her designee will report the highlights of Committee meetings and other Committee actions to the full Board at the Board's next regular meeting or earlier, if appropriate. The Committee shall make recommendations to the Board as appropriate. A special meeting of the Committee may be called by the Chair or a majority of the Committee members. A voting quorum is considered the majority of voting members.

The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate (other than a member of the Committee), including but not limited to, any non-management director who is not a member of the Committee.

The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

A meeting agenda and materials will be sent to the members of the Committee as soon as administratively practicable prior to a scheduled meeting.

Responsibilities and Duties

1. At an appropriate time prior to each annual meeting of shareholders at which directors are to be elected or reelected, the Committee shall recommend to the Board, for nomination by the Board, such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve. The Committee shall oversee director orientation and any appropriate continuing education.
2. At an appropriate time after a vacancy arises on the Board (including but not limited to by the creation of one or more new positions on the Board) or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified (including with respect to the applicable independence standards) and willing and available to serve.



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3. For purposes of (1) and (2) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:
- personal and professional integrity, ethics and values;
 - experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance, risk management and other elements relevant to the success of a publicly-traded company in today's business environment;
 - experience in the Company's industry and with relevant social policy concerns;
 - academic expertise in an area of the Company's operations; and
 - practical and mature business judgment, including ability to make independent analytical inquiries.

In general, when the Board determines that expansion of the Board or replacement of a director is necessary or appropriate, the Committee will review, through candidate interviews with members of the Board and management, consultation with the candidate's associates and through other means, a candidate's honesty, integrity, reputation in and commitment to the community, judgment, personality and thinking style, willingness to participate in the governance of the Company, residence, willingness to devote the necessary time, potential conflicts of interest, independence, understanding of financial statements and issues, and the willingness and ability to engage in meaningful and constructive discussion regarding Company issues. The Committee will also review any special expertise, for example, expertise that qualifies a person as an Audit Committee financial expert, and membership or influence in a particular geographic or business target market, or other relevant business experience. The Board and the Committee have not established a specific diversity component in their consideration of candidates for director but strongly recognize the benefits of having directors with diverse backgrounds and perspectives.

4. The Committee shall, periodically, review the independence and performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.
5. The Committee shall recommend to the Board directors to serve as members of the Committee and the Compensation Committee, and a chair of each such committee.
6. The Committee shall oversee the Board and each of its committees in the Board's and each of its committees' periodic review of its performance (including its composition and organization) and will make appropriate recommendations to improve performance.



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7. The Committee may make recommendations to the Board regarding governance requirements under NASDAQ, The Sarbanes Oxley Act of 2002 and federal banking laws and regulations applicable to the Company. Other governance matters, include, but are not limited to, the Company's certificate of incorporation, bylaws, this charter, as well as recommend Board approval of any changes to Board Committee structure and functions as the Committee deems advisable.
8. The Committee shall take necessary actions to ensure that all Committees of the Board have a current and appropriate Charter.
9. The Committee shall consult with the Audit Committee regarding any reported complaints or allegations of improper activity and shall consider results of investigations as part of Board member performance.
10. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors and tenure, the Stock Ownership and Hedging and Pledging Policy and/or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the SEC or otherwise considered to be desirable and appropriate in the discretion of the Committee.
11. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes this Charter and in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
12. The Committee shall develop and recommend to the Board procedures for a shareholder to send communications to the Board.
13. The Committee shall review and assess any proposals by shareholders duly submitted to the Company, and recommend to the Board appropriate action.
14. The Committee shall approve minutes of Committee Meetings and maintain records relating to those meetings and Committee activities.

To the extent the membership of the Committee is identical to the membership of the Board, it shall not be necessary for the Board to approve acts of the Committee, and such acts of the Committee shall be deemed to be the acts of the Board where applicable.

Delegation of Authority

The Committee has the authority to act on all of the items listed above under duties and responsibilities.



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The Committee may retain any independent counsel, experts, or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have authority to retain and terminate any search firm to be used to identify director candidates, including authority to approve such search firm's fees and other retention terms.