

**Charter of the Nominating and Corporate Governance Committee  
of the Board of Directors of MB Financial, Inc.  
February 28, 2018**

**I. Statement of Policy**

The Nominating and Corporate Governance Committee (the “Committee”) shall be appointed by the Board of Directors (the “Board”) of MB Financial, Inc. (the “Corporation”) for the purpose of: (i) identifying individuals qualified to serve as Board members, consistent with criteria approved by the Board; (ii) recommending to the Board the director nominees for election or appointment to the Board of Directors; (iii) taking a leadership role in shaping the Corporation’s corporate governance practices; (iv) reviewing and approving certain related-party transactions; and (v) fulfilling the other responsibilities set forth in this Charter.

**II. Committee Composition and Meetings**

The Committee shall be comprised of three or more directors (including a chairperson) as appointed annually by the Board, each of whom shall be an independent director as defined by the Nasdaq Stock Market listing standards and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies, subject to the qualification requirements of this Charter. The Committee shall meet at least two times annually or more frequently as circumstances require.

**III. Committee Duties, Responsibilities and Process**

The Committee will cause to be kept adequate minutes of all its proceedings, and will report regularly to the Board on the Committee’s activities. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board or specified by the Board as applicable to the Committee. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Corporation, or (c) the laws of the State of Maryland.

The Committee may request that any directors, officers or employees of the Corporation, 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.

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The Committee shall have the following responsibilities:

1. Recommend to the Board the appropriate size of the Board and assist in identifying, interviewing and recruiting candidates for the Board.
2. Recommend candidates (including incumbents) for election and appointment to the Board of Directors, subject to the provisions set forth in the Corporation's Charter and Bylaws relating to the nomination or appointment of directors, giving consideration to the candidate's particular experience, qualifications, attributes or skills in view of the following criteria: business and occupational experience, education, integrity and reputation, independence, conflicts of interest, age, number of other directorships and commitments (including charitable obligations), tenure on the Board, attendance at Board and committee meetings, stock ownership, specialized knowledge or skills (such as an understanding of banking, accounting, marketing, finance, regulation and public policy), level of commitment to the Corporation's communities and shared values and any other factors that the Committee may deem appropriate. The Committee shall consider these criteria, and any other criteria established by the Board, in the context of an assessment of the operation and needs of the Board as a whole and the Board's goal of maintaining diversity of backgrounds and experience among its members.
3. Review nominations submitted by stockholders that have been addressed to the corporate secretary and that comply with the requirements of the Corporation's Charter and Bylaws. Nominations from stockholders will be considered and evaluated using the same criteria as all other nominations.
4. Review proposals submitted by stockholders for business to be conducted at annual meetings of stockholders.
5. Annually recommend to the Board committee assignments and committee chairs on all committees of the Board, and recommend committee members to fill vacancies on committees as necessary.
6. Consider and make recommendations to the Board regarding matters related to the Corporation's director retirement policy.
7. Periodically evaluate emerging best practices and make appropriate recommendations for Board approval, with respect to, among other things:
  - (a) the structure of various committees of the Board, the composition and individual members of such committees and the functions of the Board and the committees thereof;

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- (b) the Board's leadership structure, given the Corporation's characteristics or circumstances at the time (including consideration of whether the chief executive officer and chairman positions should be separated or combined), and the Board's role in the risk oversight of the Corporation and how this oversight function is administered;
  - (c) Director access to management;
  - (d) Board tenure and retirement policies;
  - (e) Board and Committee self-assessments;
  - (f) Director orientation and continuing education; and
  - (g) other matters deemed advisable to improve the overall effectiveness of the Board.
8. Recommend to the Board a set of corporate governance principles applicable to the Corporation, perform a review of those principles at least annually, recommend any proposed changes to those principles to the Board for its approval and perform the responsibilities assigned to the Committee under those principles.
  9. Conduct, at least annually, a performance assessment of the Board and report its findings to the Board, and at least annually conduct a self-evaluation of the Committee.
  10. Review, at least annually, the Corporation's Code of Business Conduct and if appropriate, make recommendations for Board approval with respect to modifications or enhancements thereto, and consider requested waivers thereof, if any, for directors and executive officers, and recommend any such waivers deemed appropriate to the Board for its approval.
  11. Review and approve "Related Party Transactions," as defined in the Corporation's Code of Business Conduct, in accordance with the policy for such transactions set forth therein and performing such other responsibilities as may be assigned to the Committee in the Code of Business Conduct.
  12. Review, at least annually, the Corporation's Insider Trading Policy and recommend any proposed changes to the Board for its approval.
  13. Review and reassess the adequacy of this Charter at least annually, and recommend any proposed changes to the Board for its approval. Ensure the

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publication of this Charter in accordance with the regulations of the Securities and Exchange Commission.

14. Establish procedures for the regular ongoing reporting by Board members of any developments that may affect his or her qualifications or independence as a director and make recommendations as deemed appropriate.
15. Perform any other activities consistent with this Charter as the Committee deems necessary or appropriate and perform any other duties or responsibilities delegated to the Committee by the Board from time to time or assigned to the Committee by applicable law, rule, regulation or stock exchange listing standard.

#### **IV. Investigations and Studies; Outside Advisers**

The Committee may conduct or authorize studies of or investigations into matters within the Committee's scope of responsibilities, shall have full access to all necessary books, records and personnel of the Corporation and may retain, at the Corporation's expense, such counsel or other advisers as it deems necessary (which may, if the Committee deems it appropriate, be the Corporation's regular counsel or advisers). The Committee shall have the authority to retain or terminate one or more search firms to assist the Committee in carrying out its responsibilities, including authority to approve the firm's fees and retention terms, which fees shall be borne by the Corporation.