

**FIRST FINANCIAL BANCORP.  
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

The Board of Directors (“Board”) of First Financial Bancorp. (“Company”) is committed to establishing and maintaining corporate governance practices designed to aid the long-term success of the Company and effectively enhance and protect shareholder value. Central to effective corporate governance at the Company is the Corporate Governance and Nominating Committee (the “Committee”). This Committee reports to the Board on corporate governance matters. The Committee will perform similar functions for any subsidiary bank of the Company and may meet simultaneously, collectively, as a committee of the Company and of any subsidiary bank though it may hold separate sessions if necessary to address issues that are relevant to one entity but not the other or to consider transactions among the entities or to address other matters where the entities may have different interests.

**Membership**

The Committee is comprised of no less than two and no more than five independent members of the Board. Director independence, at a minimum, is consistent with applicable rules of the Nasdaq Stock Market (“Nasdaq Rules”) and the Securities and Exchange Commission (“SEC Rules”). Specific director independence guidelines are specified in the Company’s “Corporate Governance Principles.” These guidelines may be found on the Company’s web site. A Chair and Vice-Chair of the Committee will be appointed periodically.

**Meetings**

The Committee shall meet at least three times annually or more frequently if its members deem necessary to perform the Committee’s responsibilities. The Committee, through the Committee Chair, shall report periodically on its activities to the full Board.

**Responsibilities**

The Committee’s responsibilities include the following matters, authority for which is hereby delegated by the Board to the Committee:

- Develop and periodically review the effectiveness of the Company’s Corporate Governance Principles. The Committee will revise these guidelines as appropriate to incorporate new corporate governance guidelines and “best practices.” The Committee shall deliver, or otherwise make available, the Corporate Governance Principles to all directors.
- Monitor and protect the Board’s independence.
- Oversee and review the Company’s processes for providing information to the Board.
- Consult with the Chair of the Board concerning the appropriate Board committee structures. The Board has determined that there are six standing committees essential to effective governance: Audit, Compensation, Corporate Governance and Nominating, Enterprise Risk, Compliance and Community Development, and Capital Markets. The Board or the Committee may establish other committees from time to time as it deems appropriate, including but not limited to a Mergers and Acquisition Executive Committee.

- Periodically evaluate committee independence. Committee independence is evaluated in light of current laws and regulations, Nasdaq Rules, SEC Rules and the Company's Corporate Governance Principles.
- Appoint the chair, vice-chair and members to each committee of the Board at least annually upon consultation with the Chair of the Board. The Committee may also appoint the Chair, Vice-Chair and members of the Committee without further, separate delegation by the Board in this respect.
- Annually review and approve the charters of each committee of the Board, other than the charter of the Committee itself which shall be reviewed and approved by the Board.
- Annually review and evaluate the Committee charter and recommend any changes to the Board for approval.
- Review and evaluate any director's notification of his/her proposed service on other public company boards.
- Establish procedures for the director nomination process and recommend nominees for election to the Board. The Committee evaluates the background and qualifications of director nominees, including those nominated by the Company's shareholders, pursuant to the procedures set forth below. Shareholders wishing to nominate a director candidate for the Committee's consideration may do so by submitting the information required by Section 2.1 of the Company's Amended and Restated Regulations to the Company's Corporate Secretary.
- Oversee the formal evaluation of the Board and all Board committees, including any formal assessment of individual directors. All standing directors will be formally evaluated prior to consideration for re-nomination to the Board.
- In the event of a director's change in status as described in the Company's Corporate Governance Principles, review the director's required resignation and determine whether to accept or to allow the director to continue serving on the Board.
- Review shareholder proposals and proposed responses.
- Secure the services of external director or executive search firms or other experts as necessary and appropriate.
- Promote the quality of directors through continuing education experiences.
- Annually delegate to the respective committees of the Board or to management, the authority and responsibility for reviewing and approving policies and procedures of the Board (including the board of directors of First Financial Bank) in connection with the Company's Enterprise Risk Management program. The Committee may also delegate the review and approval of policies and procedures to the Committee without further, separate delegation by the Board in this respect. Additionally, the Committee shall periodically review and approve the frequency at which such policies and procedures will be approved by the Board or any committee of the Board.

The preceding delegation of authority is not exclusive and the Board may, at its option, take the above actions directly.

### **Director Nomination Procedures**

The Committee evaluates candidates for director based upon criteria established by the Committee and applies the same evaluation process to all director nominees regardless of whether the nominee is recommended by a shareholder. The criteria evaluated by the Committee may include, among other things, the candidate's judgment, integrity, leadership ability, business experience, industry knowledge, public company experience, professional reputation, and ability to contribute to board member diversity (including, but not limited to gender, race, and ethnicity, as well as experience, geography, qualifications, attributes and skills). The Committee recognizes that diversity of the Board is an important part of its analysis as to whether the Board constitutes a body that possesses a variety of complementary skills and experiences. The Committee also considers whether the candidate meets independence standards, is "financially literate" or a "financial expert" if appropriate for governance needs, is available to serve, and is not subject to any disqualifying factor. No one individual trait is given particular weight in the decision process.

Adopted January 27, 2004

Last Reviewed/Revised April 23, 2019