

# **BANKUNITED, INC.**

## **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

**Amended and Restated February 28, 2019**

### **Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of BankUnited, Inc. (the “Company”) is appointed by the Board (i) to identify and recommend candidates qualified to become Board members, and recommend to the Board proposed nominees for Board membership; (ii) to recommend to the Board proposed director nominees for each committee of the Board; (iii) to evaluate and make recommendations as to the size, structure, operations and effectiveness of the Board; (iv) to develop and recommend to the Board a set of Corporate Governance Guidelines and review the Company’s policies and programs as they relate to corporate governance; (v) to review executive management succession planning; and (vi) to oversee the annual assessments of the Board and the Board committees. The Committee will also review the Company’s policies related to Environmental, Social, Governance (“ESG”) matters. Further, the Committee will perform such other duties and responsibilities as authorized by the Board and consistent with this Charter.

### **Membership**

The Committee shall consist of three or more directors as determined by the Board. Each member of the Committee shall meet the independence and other requirements established by the Board and pursuant to applicable laws and regulations and the New York Stock Exchange (the “NYSE”) listing requirements.

The Committee members and the Committee Chair shall be appointed and may be removed by the Board on the recommendation of the Committee. The Board shall appoint Committee members annually or more frequently in the case of vacancies, and the members shall serve until their resignation, retirement or removal by the Board or until their successors shall be appointed. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

### **Meetings**

The Committee shall meet as often as necessary to carry out its responsibilities. Meetings of the Committee may be called by the Committee Chair or by any member of the Committee. The Committee is governed by the same rules regarding meetings, actions without meetings, notice, waiver of notice, quorum and voting requirements as applicable to the Board under the Company's By-Laws. The Committee shall keep regular minutes of its proceedings.

### **Committee Authority and Responsibilities**

The Committee shall perform the functions listed herein. The Committee may carry out additional functions and adopt additional policies and procedures as authorized by the Board.

#### **Board Selection and Composition**

1. The Committee shall consider and make recommendations regarding the size and composition of the Board.
2. The Committee shall identify, recruit and interview select candidates qualified to become Board members, consistent with criteria approved by the Board. The Committee shall recommend candidates for all director slots to be filled by the Board or by the Company's stockholders at an annual or special meeting. The Committee shall also review and consider stockholder recommended candidates for nomination to the Board.
3. The Committee shall consider and make recommendations to the Board with respect to any resignation tendered by a director pursuant to the Company's By-Laws and Corporate Governance Guidelines.
4. The Committee shall determine and recommend for Board approval the desired qualifications and criteria for Board members, including skills, business experience, education, desired quality and attributes, diversity, as well as other factors it deems appropriate.
5. The Committee Chair shall review and approve a director's request to join the board of any other public company.
6. In fulfilling its role, 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 authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

#### **Board Committee Selection and Review**

7. The Committee shall identify and recommend to the Board directors to serve on the various committees of the Board.
8. The Committee shall evaluate the performance of each incumbent director before recommending to the Board his or her nomination for an additional term as director.
9. The Committee shall also consider offers of resignations from directors and recommend to the Board action to be taken.

10. The Committee shall oversee the evaluation of the Board and management.

#### Management Succession Planning

11. The Committee shall review CEO succession planning and make recommendations to the Board.

12. The Committee shall ensure that there is an appropriate emergency CEO succession plan in case of extraordinary circumstances.

#### Corporate Governance

13. The Committee shall periodically review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

14. The Committee shall review the Company's policies and programs related to corporate governance.

#### ESG Initiatives and Policies

15. The Committee shall periodically review the Company's policies with respect to ESG matters.

#### Reports and Minutes

16. The Committee shall report regularly to the Board following meetings of the Committee and with respect to such other matters as it deems relevant to the Committee's role and responsibilities.

17. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

#### Annual Review

18. The Committee shall annually review its own performance. The Committee shall also oversee the annual self-evaluation of the Board and each of the Board's other committees and report to the Board on the results of the evaluation.

#### Additional Functions

19. The Committee shall perform any other activities consistent with this Charter and mandates from the Board, rules of the NYSE and other appropriate regulatory authorities as the Committee deems necessary and appropriate to fulfill its role.