

CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE OF PREMIER FINANCIAL CORP.

PURPOSE

The role of the Governance and Nominating Committee (the "Committee") is to ensure that the Board of Directors ("Board"), of Premier Financial Corp. (the "Company") is appropriately constituted, to develop and oversee the Company's corporate governance policies and guidelines, and to fulfill the responsibilities set forth in this Charter.

MEMBERSHIP

The membership of the Committee consists of at least three directors, each of whom will (1) meet the independence requirements established by the Board and applicable laws, regulations and listing requirements, including but not limited to the requirements prescribed within the applicable sections of the Nasdaq Stock Market Rules, and (2) satisfy any other requirements the Board deems necessary or appropriate for members of the Committee. Determinations of the qualifications of members of the Committee, including independence, shall be made by the Board. Members of the Committee shall serve until their successors are duly elected by the Board of Directors or until their earlier death, resignation or removal. Any member may be removed by the Board at any time.

MEETINGS

The Committee will meet at least twice annually and may convene more frequently as circumstances dictate. The Committee will be chaired by one of its members appointed by the Board. If the Board does not appoint a Chairperson or the Chairperson is not present at a meeting, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership, or those members present, as the case may be. The Chairperson of the Committee or any member of the Committee may call a meeting of the Committee. All Committee members are expected to attend each meeting, in person or via teleconference or other means of electronic communications permitted under applicable law and the Company's Articles of Incorporation and Code of Regulations, each as amended from time to time. A majority of the members of the Committee will constitute a quorum for the transaction of business at any meeting.

AUTHORITY

The Board, through its approval of this Charter, has delegated the authority necessary to the Committee to discharge its duties and responsibilities described in this Charter and the Committee is authorized to act on behalf of the Board with respect to such matters. The Committee will have the resources (which shall be paid by the Company) and the authority to retain and terminate director/executive search consultants, outside counsel, experts or other consultants, as it deems appropriate, including authority to approve the fees and other retention terms for such persons. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company.

and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

RESPONSIBILITIES

The Committee's primary responsibilities include:

A. Composition of the Board:

1. Periodically review the composition of the Board to assure that the appropriate knowledge, skills and experience are represented, in the Committee's judgment and in order to comply with applicable laws and regulations.
2. Establish the knowledge, skills and experience expectations and performance criteria for Board membership to be maintained in the Corporate Governance Guidelines. Develop additional selection criteria, if any, as appropriate from time to time, taking into consideration the company's business strategy, the business environment and current board composition.
3. Search for, identify, and recommend qualified candidates to be presented to the shareholders for election or to the Board of Directors for appointment to fill vacancies accordingly.
4. Review the qualifications of potential candidates (including those nominated by shareholders) for Board membership including making a specific recommendation concerning the independence of each candidate in accordance with the independence requirements established by the Board or this Committee and applicable laws, regulations and listing requirements, including but not limited to the requirements prescribed within the applicable sections of the Nasdaq Stock Market Rules.
5. Periodically review the independence of the Company's Directors, including a conducting such a review prior to any Director being considered for nomination for re-election to the Board.
6. Establish procedures for the director nomination process which shall be set forth in this Charter or the Corporate Governance Guidelines.
7. Evaluate individual Directors who are being considered for reelection and make recommendations to the Board regarding reelections.
8. Review and evaluate any Director's invitation to serve as a director of another public or private for-profit company to determine if such service would conflict with or impair the Director's service to the Company.
9. Review and evaluate any change in circumstances of a Director as described in the Corporate Governance Guidelines including but not limited to a change in their employment or affiliations, a change in their occupation, or legal, regulatory or financial problems and make recommendations to the Board concerning the individual's qualifications to serve as a Director or if same would impair the Director's service to the Company.

B. Corporate Governance Matters:

1. Periodically review and recommend changes to the Board of Directors' Corporate Governance Guidelines and the Company's Code of Ethics, as well as other Company policies related to the purposes or responsibilities of the Committee.
2. Oversee compliance with the Corporate Governance Guidelines.
3. Review and consider any request for waivers of the Corporate Governance Guidelines for or any potential conflicts of interest involving any Director, the Chief Executive Officer and other executive officers covered by Rule 16a1-f under the Securities Exchange Act of 1934, and shall make a recommendation to the Board with respect to such request for a waiver or potential conflicts.
4. Review all "related party transactions" required to be disclosed pursuant to SEC Regulation S-K, Item 404.
5. Make recommendations to the Board concerning the operations and effectiveness of the Board, the identification of new Board committees, the operations and effectiveness of Board committees, the membership of Board committees.
6. Periodically review the charters of each committee of the Board and make recommendations to the Board and each applicable committee with respect to potential modifications.
7. Develop procedures for and oversee (i) the annual assessment of the Board's performance and (ii) the periodic assessment of each committee and each individual Director.

C. Other Responsibilities:

1. Identify and oversee the management of the Company's strategies concerning environmental, social and governance related matters and provide guidance to the Board with respect to such matters.
2. Conduct an annual review of the Committee's charter and make recommendations regarding changes to the Board (or to such committee of the Board as the Board may authorize for such purposes).
3. Obtain or perform a periodic evaluation of the Committee's performance and make applicable recommendations.
4. Provide reports of the Committee's activities during Board meetings.

DIRECTOR NOMINATION PROCEDURES

Subject to the provisions of the Company's Corporate Governance Guidelines, 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 Committee believes that candidates for director should have certain minimum qualifications, including being able to read and understand basic financial statements, having business experience, and exhibiting high moral character. The Committee will also consider whether a nominee meets applicable independence standards, possesses high personal and professional ethics and integrity, and has the ability to devote sufficient time to fulfilling the duties of a director. Additional factors considered may include the individual's overall experience in business and education and the individual's possession of skills, attributes or other factors relevant to the Company's business or considered necessary or appropriate for

corporate governance needs (e.g., the need for a “financial expert” for service on the Audit Committee). The Committee also seeks to promote a diverse set of viewpoints and business experience in the Board’s membership. In evaluating an incumbent director whose term of office is set to expire, the Committee reviews such director’s overall service to us during his or her term, including attendance at meetings, participation and quality of performance. No one individual criteria or factor is given particular weight or precedence in evaluating nominees. The Committee retains the right to modify these minimum qualifications from time to time as circumstances dictate. The Committee will comply with all applicable rules, including Nasdaq Rules and SEC Rules, when considering nominations for the Board.

The Committee has a general process for choosing nominees, which process considers both incumbent directors and new candidates. The Committee meets to discuss and consider all candidates’ qualifications. The Committee then chooses those candidates who will be proposed as director nominees to the full Board.

The Company’s shareholders may make nominations for candidates for director to the Committee, provided that notice of such nomination is given in writing to the Company’s Secretary not less than 60 days prior to the anniversary date of the immediately preceding annual meeting of shareholders. The shareholder making the nomination must promptly provide any other information reasonably requested by the Committee.

COMMITTEE RELIANCE

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by (a) one or more officers or employees of the Company (or any subsidiary) whom the Committee member reasonably believes to be reliable and competent in the matters presented; (b) Advisers as to matters that the Committee member reasonably believes to be within the professional or expert competence of such person; and (c) another committee of the Board as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.

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