TheBancorp™

Charter of the Nominating and Governance Committee of the Board of Directors of The Bancorp, Inc.

I. Committee purpose & mandate

The purpose of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of The Bancorp, Inc. (the "Company") is to carry out the responsibilities delegated by the Board relating to: (i) assisting the Company and its Board in maintaining an effective and knowledgeable Board by identifying individuals qualified to become directors and recommending to the Board the director nominees for election at the Company's annual meeting of shareholders and for membership on each Board committee; (ii) reviewing Board committee composition and making membership recommendations as needed; and (iii) addressing other governance-related matters as set forth in this Charter, or as may be requested by the Board. *[Nasdaq Listing Rule 5605(e)]*

II. Committee membership

The Committee shall be comprised of at least three directors. Each member of the Committee shall be "independent" in accordance with the rules of the Nasdaq Stock Market and any other provision of law applicable to the Company, as well as any additional independence guidelines established by the Board. The members of the Committee shall be appointed by the majority of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation. The majority of the independent directors of the full Board may remove any member from the Committee at any time with or without cause. *[Nasdaq Listing Rule 5605(e)]*

III. Committee authority and responsibilities

The Committee shall have the following authority and responsibilities:

a. Determine the qualifications, qualities, skills, and other expertise required to be a director, and recommend to the Board for its approval criteria to be considered in selecting nominees for director (the "Director Criteria"). The Director Criteria will include consideration of directors' qualifications, independence, diversity, age, skills, and experience in the context of the needs of the Board in accordance with the Company's Corporate Governance Guidelines.

b. Actively identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria or other criteria or requirements approved by the Board.

c. Review, assess and, as the Committee deems appropriate, implement processes and procedures for considering shareholders' director nominations to the Board.

d. Make recommendations to the Board regarding the selection and approval of nominees for director to be submitted for a stockholder vote at the annual meeting of stockholders. In cases where the right to nominate a director legally belongs to a third party, the selection and nomination of such director shall not be subject to the Committee process. *[Nasdaq Listing Rule 5605(e)]*

e. Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company and review such guidelines at least annually and recommend any changes to the Board.

f. Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board any appropriate changes to corporate governance documents, practices, or procedures, including the Company's certificate of incorporation, bylaws and Code of Ethics and Business Conduct.

g. Collaborate with the Compensation and Talent Committee and such other Board committees as appropriate, by providing governance-related guidance in connection with changes in Board or executive management team composition due to resignation, retirement or such other events, and make governance-related recommendations accordingly.

h. Develop, subject to Board approval, a process for annual evaluation of the performance of the Board and Board committees and oversee the evaluation process. The Committee shall receive comments from all directors and provide the Board with a report regarding the results of the self-evaluation of the Board and each Board committee.

i. Review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as committee members and chairpersons.

j. Assess the educational needs of the directors with respect to the Company and its business plan and strategies, and make recommendations to the Chairman of the Board and the Company's Chief Executive Officer ("CEO") regarding the need for additional educational or enrichment opportunities.

k. Review and discuss with management disclosure regarding the Company's corporate governance practices, including information regarding the operation of the Committee and other Board committees, director independence, and the director nomination process, and recommend that such disclosure be included in the Company's proxy statement, annual

report on Form 10-K or any other filing made with the U.S. Securities and Exchange Commission, as applicable.

l. Periodically review with the CEO, and in collaboration with other Board committees, the plans for succession to the offices of the CEO and other key executive officers.

m. Review any director resignation tendered in accordance with the Company's director resignation policy, and evaluate and recommend to the Board whether such resignation should be accepted.

n. Perform any other functions as necessary or applicable under applicable laws, regulations, Nasdaq rules, the Company's Certificate of Incorporation and Bylaws, and the resolutions and other directives of the Board.

IV. Outside advisors and consultants

The Committee shall have the sole authority to select, retain and terminate a search firm to identify director candidates and shall have sole authority to oversee the work of the search firm and to approve the search firm's fees and other retention terms. The Committee shall have authority, in its sole discretion, to obtain professional advice from within the Company or from outside advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to any such outside counsel or outside advisors.

V. Committee structure and operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least twice a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. Unless otherwise provided in the Company's bylaws, the Committee shall be 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.

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action with respect to such responsibilities, to one or more subcommittees as the Committee may determine in its discretion.

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct such evaluation in any manner it deems appropriate.

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