

FIRST BANK OF DELAWARE

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

A. Purpose:

The primary purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the First Bank of Delaware (the “Company”) is to provide oversight on the broad range of issues surrounding the composition and operation of the Company’s Board, including identifying individuals qualified to become Board members, recommending to the Board director nominees for the next annual meeting of shareholders, and to fill vacancies occurring between annual shareholder meetings. The Committee provides assistance to the Board, the Chairman and the Chief Executive Officer in the areas of membership selection, committee selection and rotation practices, evaluation of the overall effectiveness of the Board, and review and consideration of developments in corporate governance practices. The Committee’s goal is to assure that the composition, practices and operation of the Board contribute to value creation and effective representation of the Company’s shareholders.

B. Membership:

The Committee shall consist of at least two Directors. Each member of the Committee, in the judgment of the Board, shall be independent in accordance with the listing standards of Nasdaq Stock Market, LLC (“Independent Director”).

The Chair of the Committee shall be appointed annually by the Board.

C. Meetings and Procedures:

The Committee shall meet at least once a year, with further meetings to occur when deemed necessary or desirable by the Committee or its chairperson, and shall report to the Board at the next meeting of the Board following each such Committee meeting.

The Committee may adopt such rules and procedures for the conduct of its affairs as it deems necessary or appropriate if not inconsistent with the Company’s Bylaws.

A majority of the members of the Committee shall constitute a quorum.

The Chair of the Committee or a majority of the members of the Committee may call special meetings of the Committee.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee and/or provide such pertinent information as the Committee requests.

The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

D. Duties and Responsibilities:

The Committee shall have the following duties, responsibilities and authorities:

- Develop and recommend to the Board criteria for Board membership. Qualities to be considered should include, among other things, a candidate's (i) ability to understand the business, financial affairs and complexities of the Company and the Company's business, (ii) proven record of competence and accomplishments through leadership in industry, education, profession and government, (iii) willingness and ability to spend the necessary time required to function effectively as a director, (iv) open-minded approach to matters and the resolve to independently analyze matters presented for consideration, (v) genuine interest in representing the Company and its shareholders, (vi) diversity and (vii) reputation for honesty and integrity. In regards to diversity, the Committee considers, age, gender, and race and strives to have a Board made up of diverse candidates.
- Identify individuals qualified to become Board members and recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders.
- In the case of a vacancy in the office of a director, including a vacancy created by an increase in the size of the Board, recommend to the Board an individual to fill such vacancy through appointment by the Board and, if necessary, make a recommendation to the Board as to the class of directors in which the individual should serve.
- Evaluate each individual or nominee identified by or recommended to the Committee (including director candidates recommended by shareholders) for directorship based on the qualities described herein and other criteria deemed relevant by the Committee. Provide to the Board the Committee's assessment of whether each individual or nominee identified by or recommended to the Committee for directorship would be an Independent Director.
- Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible director candidates.
- Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee), recommend that the Board appoint the identified member or members to the respective committee, and recommend to the Board any member of a committee that should be removed from such committee.
- Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable in the size of the Board or any committee thereof and the establishment of any new committees of the Board that the Committee believes to be necessary or desirable.

- Monitor the other activities of Board members to the extent disclosed to the Committee for compliance with conflicts of interest, independence and related Company policies and SEC/exchange rules and regulations.
- Review and approve transactions with any related persons in accordance with the related party transaction approval policy.
- Monitor compliance with legal prohibitions on loans to directors and officers of the Company.
- Develop and review periodically, and at least annually, the corporate governance policies of the Company to ensure that they are appropriate for the Company and that policies of the Company comply with applicable laws, regulations and listing standards, and recommend any desirable changes to the Board.
- Maintain and recommend to the Board for adoption a Code of Conduct for directors, officers and employees and a Code of Ethics for certain senior officers, which codes may be combined into one code.
- Consider any other corporate governance issues that arise from time to time, and recommend appropriate actions to the Board.
- Conduct annually an evaluation of the performance of the Board as a whole and the directors in such manner as the Committee deems appropriate and, through its chairperson, communicate this evaluation to the full Board.
- Maintain an orientation program for new directors and an education program for continuing directors.
- Review the continuation on the Board of any director who has tendered a letter of proposed retirement or resignation from the Board and recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed retirement or resignation or request that the director continue to serve.
- Review the Committee's performance annually.
- Review and reassess the adequacy of this Charter annually and recommend to the Board any appropriate changes.
- Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

E. Delegation to Subcommittee:

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee consisting of one or more members of the Committee.

F. Resources and Authority:

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without having to seek approval by the Board or the Company's management. Each Committee member shall have full access to all members of the Company's management.

G. Additional Authority:

The Committee is authorized to perform other duties or adopt other policies or procedures, consistent with the scope of this Charter, as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions.

Adopted by the Nominating and Governance Committee on December 7, 2010.

Adopted by the Board of Directors on December 7, 2010.