

APPROVED BY THE BOARD

[Signature]
6/16/15



FIRST METRO ASSET MANAGEMENT, INC. (FAMI) NOMINATION COMMITTEE CHARTER

Committee Name	Nomination Committee
Nature	Board-Level Committee
Purpose and Objective	<p>The Nomination Committee is tasked to assist the Board of Directors in defining and assessing Board membership criteria and in ensuring that a process that identifies and develops highly qualified individuals to take on key board and board committee positions when vacancies occur is in place. The Nomination Committee shall pre-screen and shortlist all candidates nominated to become a member of the Board of Directors as well as those nominated in other positions requiring appointment by the Board of Directors in accordance with the relevant qualifications and disqualifications. It shall assist the Board in the performance evaluation of and succession planning for Officers including the President and in overseeing the development and implementation of professional development programs for Officers.</p>
Membership	<p>The Committee shall consist of three (3) directors, one (1) of whom shall be an Independent Director.</p>
Meetings	<p>The Committee shall meet at least annually or as often as necessary whenever a key vacancy occurs.</p> <p>The quorum for a meeting of the Committee shall be at least a majority of the members throughout the meeting.</p>
Duties and Responsibilities	<ol style="list-style-type: none">1. The Committee shall be responsible for preparing and reviewing the list of nominee directors for election during the stockholders' meeting, ensuring that each director have the qualifications and none of the disqualifications pursuant to relevant regulations.2. The Committee is in charge of reviewing and recommending to the Board membership in the committees.3. At least annually, review and assess the adequacy of its charter and its overall performance then recommend changes for the approval of the Board when and where necessary.4. The Committee shall have the resources and authorities appropriate to discharge its responsibilities including the authority to engage and obtain external advice, counsel or consultancy services as it deems appropriate without need for Board approval.5. Review the general criteria for the employment and promotion of Officers, Executives and key personnel, consider and approve any proposed update to such criteria as well as any training and development