

CAPITAL BANK FINANCIAL CORP.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Capital Bank Financial Corp. (“the “Company”) (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for election and re-election at the annual meetings of stockholders; (2) to review and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board and management’s performance; and (4) to recommend to the Board director nominees for each committee.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the NASDAQ Stock Market, the Internal Revenue Service, and the applicable rules and regulations of the Securities and Exchange Commission (“SEC”).

The members of the Committee shall be appointed by the Board, and vacancies filled or members removed by the Board. One member of the Committee shall be appointed as its Chairman or Chairwoman (the “Chairperson”) by the Board. A Committee member may resign by giving written notice to the Board and may resign Committee membership without resigning from the Board. The Committee may delegate authority to individuals or subcommittees when it deems appropriate so long as such delegation does not violate applicable law or regulation.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. A majority of Committee members present, either in person or by proxy, shall constitute a quorum at any Committee meeting. Written minutes of Committee meetings shall be maintained. The Chairperson will call a meeting of the Committee if so requested by any member of the Committee or by the Chairperson of the Board.

Committee Authority and Responsibilities

1. The Committee shall actively seek individuals qualified to become Board members for recommendation to the Board.
2. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board’s performance, to be discussed with the full Board following the end of each fiscal year.

3. The Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
4. The Committee shall make regular reports to the Board.
5. The Committee shall, periodically and, as is necessary, make recommendations on Committee assignments, make-up and committee chairpersons to the Board for the Board's approval.
6. The Committee shall, periodically, and, as is necessary, review the size and composition of the Board and balance as necessary for experience, expertise and independence.
7. The Committee shall recommend to the Board the director nominees for election at the annual meeting of stockholders.
8. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
9. The Committee shall review and reassess the adequacy of the succession plan annually and recommend any proposed changes to the Board for approval.
10. The Committee shall annually review its own performance.
11. The Committee may retain special consultants and advisors to advise the Committee. 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.