

**FIRST MERCHANTS CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE
CHARTER**

Purpose

The Nominating and Governance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of First Merchants Corporation (the “Corporation”), appointed by the Board in accordance with Article V, Section 12, of the Corporation’s Bylaws. The Committee’s purpose is to discharge the Board’s responsibilities with respect to the nomination of directors and corporate governance principles applicable to the Company.

Chair and Membership

The Committee shall have at least three members, all of whom must be: (a) Independent Directors, as defined under Listing Rule 5605(a)(2) of the Nasdaq Stock Market (“Nasdaq”); and (b) eligible to serve on the Committee under the provisions of Nasdaq Listing Rule 5605(d)(2)(A). The Committee shall not include any member who is a current or former officer or employee of the Corporation.

The chair and members of the Committee shall be appointed by the Board on the recommendation of the Board’s Nominating & Governance Committee.

Quorum

A majority of the Committee Members on Nominating and Governance Committee shall constitute a quorum at any meeting, except when otherwise provided by law, or the Bylaws, but a lesser number may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice. If the number of Committee Members is below the number that would constitute a quorum, no business may be transacted. If a quorum is present, the Committee may take action through the vote of a majority of the directors who are in attendance.

Committee Responsibilities:

The responsibilities of the Committee include:

1. Developing and recommending to the Board of Directors the appropriate size and structure of the Board and its standing committees, as well as the qualifications for serving on these committees.
2. Reviewing annually the composition of the Board of Directors as a whole, including the balance of independence, business expertise, experience, diversity and other desired qualities.
3. Ensure continuation of the effectiveness and independence of the Board of Directors.

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4. Maintaining up-to-date criteria for the selection of members of the Board of Directors.
5. Reviewing the credentials of individuals suggested as prospective Directors; and, for incumbent nonemployee Directors whose terms are expiring and who are under consideration to serve a new term, evaluating their prior service as a Director.
6. Nominating individuals to serve as members of the Board of Directors, including the annual slate of Directors for election by shareholders.
7. Nominating the Board of Directors' Chairman and other Board Officers.
8. Overseeing compliance of the Corporation's governance structure and processes with applicable laws and regulations, including those of the Securities and Exchange Commission and NASDAQ.
9. Reviewing compliance with non-employee director FMC stock ownership guidelines.
10. Reviewing and recommending for approval by the Board of Directors the Code of Conduct, including the Code of Ethics for Financial Management, the Regulation O Insider Lending Restrictions Policy and the Insider Trading Policy and Section 16a Reporting Procedures.
11. Evaluating and nominating of the Chair and membership for each Standing Committee.
12. Providing for or promoting continuing education of the Board of Directors and periodic self-assessments of Board and Board Committee effectiveness.
13. Receiving and making recommendations to the Board of Directors regarding shareholder proxy initiatives, if any.
14. Conducting a self-assessment of the Committee's effectiveness every two years.
15. Annually reviewing and reassessing the charter of the Nominating and Governance Committee and recommend changes to the Board as appropriate.
16. Reviewing such other governance matters as the Board of Directors may assign.

Meetings

The Committee will meet at least two times annually, or more often as circumstances dictate. The Committee may ask members of management or others to attend the meeting and is authorized to receive any and all pertinent information from management as determined by the Committee. Briefing materials will be provided to the Committee as far in advance of meetings as practicable. The Committee will meet with outside advisors

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or management in executive sessions to discuss any matters that the Committee or the groups believes should be discussed privately.

Minutes of meetings will be prepared and, after review and approval by the Committee, will be submitted to the full Board for their review.