



**CHARTER OF THE NOMINATING & GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

I. PURPOSE

The Board of Directors (the “**Board**”) of FirstSun Capital Bancorp (the “**Company**”) appoints the Nominating and Governance Committee (the “**Committee**”) of the Board. The Committee also functions as the Nominating and Governance Committee of the Board of Directors of the Company’s subsidiary, Sunflower Bank, National Association (the “**Bank**”). References to the Company in this charter also include the Bank and all other subsidiaries of the Company, and references to the Board include the Boards of Directors of the Company, the Bank and each other subsidiary. This Charter is also subject in all respects to the terms of the Stockholders’ Agreement of the Company, dated as of June 19, 2017 (as the same may be from time to time amended, the “**Stockholders’ Agreement**”). In the event of any conflict between the terms of this Charter and the Stockholders’ Agreement, the terms of the Stockholders’ Agreement shall prevail.

The primary purposes of the Committee shall be to:

- (a) identify individuals qualified to become Board members, and recommend to the Board director nominees for election at the next annual or special meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- (b) recommend directors for appointment to Board committees;
- (c) make recommendations to the Board as to determinations of director independence;
- (d) oversee the evaluation of the Board;
- (e) review and recommend to the Board for approval the compensation to be paid to Board members;
- (f) develop and recommend to the Board corporate governance guidelines for the Company and any related matters required by the federal securities laws or rules of the NASDAQ Stock Market (“**Nasdaq**”);

- (g) oversee training to be provided to the members of the Board; and
- (h) to establish and administer processes to evaluate the effectiveness of the Board, its committees and management.

II. MEMBERSHIP AND MEETINGS

The Committee shall consist of three or more members, each of whom shall be a member of the Board. Each member of the Committee shall satisfy the independence requirements of Nasdaq, and the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and the rules and regulations of the Securities and Exchange Commission (“*SEC*”) thereunder and any other laws, rules or regulations applicable to the Company.

The members of the Committee shall be ratified and approved by the Board based on recommendations from the Nominating and Corporate Governance Committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until the earlier of their resignation or death and their successors are appointed and qualified. The Board may remove any member from the Committee at any time with or without cause.

III. DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

- (a) To develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board.
- (b) To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “*Director Criteria*”).
- (c) To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company’s Corporate Governance Guidelines.
- (d) To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders or special meeting of stockholders at which directors are to be elected, subject to approval by the Board.
- (e) If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy.
- (f) To develop and recommend to the Board for approval standards for determining

whether a director has a relationship with the Company that would impair its independence, and annually review the independence of the members of the Board and its various committees and make recommendations to the Board as to determinations of director independence in accordance with requirements of Nasdaq, the rules and regulations of the SEC and applicable law.

(g) To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.

(h) To determine stock ownership guidelines for the directors, and executive officers and monitor compliance with such guidelines. As used herein, the term “*executive officer*” shall mean the Company’s “officers” as defined in Section 16 under the Exchange Act and Rule 16a-1(f) promulgated thereunder.

(i) To oversee the Company’s corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company’s corporate governance framework, including its certificate of incorporation and bylaws.

(j) To review and discuss with management disclosure of the Company’s corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company’s annual report on Form 10-K or proxy statement, as applicable.

(k) To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

(l) To review the Board’s committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairpersons annually.

(m) To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.

(n) To periodically review the Company’s Code of Ethics (the “*Code*”) and recommend any changes to the Board for approval.

(o) To review any director resignation letter tendered in accordance with the Company’s director resignation policy set out in the Company’s corporate governance guidelines, and evaluate and recommend to the Board whether such resignation should be accepted.

IV. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it

deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

V. STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least one time 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. The Committee is 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.

VI. PERFORMANCE EVALUATION

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 this evaluation in such manner as it deems appropriate.

VII. CHARTER REVIEW

The Committee shall also review and assess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for its consideration.

VIII. DELEGATION

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