

**MBT FINANCIAL CORP.  
MONROE BANK & TRUST AND SUBSIDIARIES  
(MBT)  
BOARD OF DIRECTORS  
GOVERNANCE COMMITTEE CHARTER**

**STATEMENT OF POLICY**

The Board of Directors Governance Committee shall provide assistance to the board of directors in fulfilling the board's responsibilities for director nominations and appointments, and establishing corporate governance guidelines.

**ORGANIZATION**

The members of the Governance Committee shall be appointed by the board of directors and may be removed by the board of directors. The Governance Committee shall meet on the call of its chairman. The Governance Committee has the sole authority to retain and terminate any consulting or search firm to be used to identify director candidates, including the sole authority to approve the firm's fees and other retention terms. Half of the members of the Governance Committee shall be a quorum to transact business.

**QUALIFICATIONS**

The Governance Committee shall be composed of members of the Board of Directors.

**POWERS, DUTIES AND RESPONSIBILITIES**

In discharging its responsibilities to review, authorize and approve director nominations, and corporate governance, the Governance Committee shall:

- actively seek individuals qualified to become members of the board of directors;
- from time to time recommend individuals for appointment as directors by the board of directors;
- set the number of directors that shall constitute the whole board of directors;
- nominate directors for approval by stockholders at an annual meeting of stockholders or special meeting of stockholders;

- recommend to the board of directors the establishment, charter and membership of the various committees of the board of directors;
- recommend to the board of directors corporate governance guidelines for MBT; and
- consider and advise the board of directors on other matters relating to the affairs or governance of the board of directors.
- Annually, review and update this charter for consideration by the board of directors.
- Annually evaluate the performance and function of the Governance Committee.
- Report the matters considered and actions taken by the Governance Committee to the board of directors.
- Review and pre-approve all related party transactions as required by NASDAQ Rule 4350(h), the Michigan Business Corporation Act, applicable banking laws and regulations and the Corporation's written policies and procedures adopted by the Governance Committee.