

## **HIBERNIA BANCORP, INC.**

### **NOMINATING, CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE CHARTER (as of November 30, 2016)**

#### ***Purpose***

The Nominating, Corporate Governance and Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Hibernia Bancorp, Inc. (the "Company") to assist the Board in fulfilling its oversight responsibility. The primary duties and responsibilities of the Committee are to:

- identify and recommend to the full Board the selection of qualified individuals to serve as Board members and recommend to the full Board director nominees for each annual meeting of shareholders;
- review existing corporate governance documents and establish corporate governance principles applicable to the Company and to govern the conduct of the Board and its members;
- review nominations for director submitted by shareholders pursuant to Article 6.F. of the Company's Articles of Incorporation; and
- oversee the Company's compensation and employee benefit plans and practices, including its executive compensation plans and its incentive compensation and equity-based plans.

#### ***Membership and Appointment***

The Committee shall consist of no fewer than three members, each of whom shall meet the criteria for independence established by the rules and regulations of The Nasdaq Stock Market LLC and who the Board has affirmatively determined does not have a material relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Members of the Committee shall be appointed annually by the Board and shall serve at the pleasure of the Board.

#### ***Meetings and Procedures***

The Committee shall have a chairperson who is a member of the Committee and a secretary who may, but need not be, a member of the Committee. The Board shall designate the chairperson of the Committee and the Committee shall designate the secretary for the Committee. If the Board does not designate a chairperson, or if the chairperson shall not be present at a meeting, the Committee shall select its own chairperson.

The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet at least once annually and may meet more frequently as circumstances require. A meeting may be called by the chairperson of the Committee or by majority of the members of the Committee. Notice of any meeting shall be given by the person or persons calling the meeting given to each other member of the Committee at least 48 hours prior to the meeting. Notice may be given in the same fashion as permitted for notice of Board meetings pursuant to the Company's Bylaws and applicable law. A meeting shall be deemed properly called if each member of the Committee shall have received notice given as aforesaid or, notice is waived in the manner provided for in the Company's Bylaws.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. A majority vote of the Committee members present at a meeting, if a quorum is present, shall constitute an act of the Committee. Unless otherwise restricted by the Articles of Incorporation or Bylaws of the Company, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, and the writing or writings are filed with the minutes of the Committee.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Following each of its meetings, the Committee shall report its actions and recommendations to the Board. The secretary of the Committee shall keep written minutes of its meetings, which minutes shall be subject to approval by the members of the Committee and, once approved, shall be maintained with the books and records of the Company.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion.

### ***Committee Authority and Responsibilities***

The Committee shall have the following authority and responsibilities:

1. The Committee shall develop criteria for the selection of new directors and, when appropriate, conduct the search for individuals qualified to become members of the Board.

In identifying candidates for membership to the Board, the Committee shall take into account all factors it considers appropriate, which may include (a) ensuring that the Board, as a whole, consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise, local or community ties and (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with the Company's business and industry,

independence of thought and an ability to work collegially. The Committee also may consider the extent to which the candidate would fill a present need on the Board.

2. The Committee shall review the performance of current Board members proposed for reelection, and recommend to the Board whether such members should stand for reelection.

3. The Committee shall annually review the performance of the Board as a whole, discuss its conclusions with the full Board and, as appropriate, recommend changes, including, but not limited to, changes in Board size and composition and in Board policies and procedures.

4. The Committee shall select nominees for election as directors by the shareholders of the Company.

5. The Committee shall evaluate any shareholder nominees for election as director.

6. The Committee shall review annually the Board's committee structure and recommend to the Board for its approval directors to serve as members and chairpersons of each committee. The Committee shall recommend to the Board additional committee members to fill vacancies as needed.

7. The Committee shall annually recommend to the Board for its approval the slate of executive officers for the Company.

8. The Committee shall review and recommend any search firm to be used to identify director and executive officer candidates to the full Board.

9. The Committee shall have authority to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion.

10. The Committee shall consider any other corporate governance issues that may arise from time to time, and to develop appropriate recommendations for the Board.

11. The Committee shall review the qualifications of and recommend any compensation consultant to the full Board to be used to assist in the evaluation of director, CEO or senior executive officer compensation. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

12. The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and recommend to the Board the CEO's compensation levels based on this evaluation.

13. The Committee shall annually review and make recommendations to the Board with respect to the compensation of all directors, officers and other key executives whose compensation is required by law or the Company's Articles of Incorporation or Bylaws to be set by the Board, including incentive compensation plans and equity-based plans.

14. The Committee shall annually review and recommend to the Board for approval, for the CEO and the senior executive officers of the Company whose compensation is required by law or the Company's Articles of Incorporation or Bylaws to be set by the Board, (a) the annual base salary level, (b) employment agreements, severance arrangements, and change-in-control agreements or provisions in Company plans, in each case as, when and if appropriate, and (c) any special or supplemental benefits.

15. The Committee shall serve as the fiduciary and/or administrator of any compensation or benefit plan of the Company for which a fiduciary consisting of independent members of the Board is required by law or by the terms of the plan. In such capacity, the Committee shall have and exercise the power, authority and discretion conferred by law or the terms of the relevant plan, as applicable.

16. All deliberations, actions and recommendations of the Committee relevant to the CEO shall be undertaken by the Committee in executive session. Any other deliberations actions, recommendations may, in the discretion of the Committee, be made in the presence of and/or take into consideration the recommendations of the CEO or other senior management officials.

17. The Committee shall review and reassess the adequacy of this charter annually and, as appropriate, adopt and recommend changes to the Board for its approval.