

**INDEPENDENT BANK CORPORATION
CHARTER OF THE NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

I. Purpose

The primary function of the Nominating and Corporate Governance Committee (the "Committee") is to assist the Board of Directors by (1) recommending qualifications and standards to serve as a director of the Company, (2) identifying and recommending individuals qualified to become directors of the Company, and (3) developing, recommending and reviewing corporate governance standards and policies for the Company.

II. Membership

A. Independence—The Committee shall be comprised of three or more members, each of whom must qualify as independent directors ("Independent Directors") under NASDAQ's listing requirements, and such additional standards that the Committee may establish.

B. Appointment—The members shall be nominated by the Chairman of the Board and appointed annually to one-year terms by the Board. The Chairman of the Board shall recommend, and the Board may designate, one member of the Committee as Chair.

C. Removal—Members may be removed by the Board.

III. Meetings and Procedures

Meetings of the Committee shall be subject to the committee procedure rules set forth in the Company's Bylaws and its own rules of procedure, which shall be consistent with those Bylaws and the following:

A. The Committee shall meet at least once annually and more frequently as circumstances require.

B. Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee.

C. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

D. The Committee has the sole authority to retain and terminate any search firms used to identify director candidates and to approve the search firms' fees and other retention terms.

IV. Responsibilities and Duties

The Committee shall have the following duties and responsibilities:

A. Board Composition—Standards and Needs

1. Review the composition and size of the Board in order to ensure the Board has the proper expertise and independence.
2. Determine the criteria for selection of the Chairman, Board members and Board committee members.
3. Develop and recommend Board policies on term limits and/or service requirements for Board members.
4. Plan for continuity on the Board as existing Board members retire or rotate off the Board.
5. Establish criteria for qualification as an Independent Director, consistent with laws and listing requirements.
6. Review the composition and size of the Company's subsidiary boards to ensure that such boards have the proper expertise and representation and review and act on appointments of new members to those boards.

B. Board Composition—Nominations

1. Maintain an active file of suitable candidates for consideration as nominees to the Board, consistent with the standards and policies adopted under Section IV(A) above. In compiling the file, the Committee shall consider, where appropriate, the candidate's qualification as an "Independent Director."
2. Conduct evaluations of directors prior to re-nomination to the Board.
3. Review any Board candidates recommended by shareholders and compliance with all director nomination procedures for shareholders, including compliance with Rule 14a-11 of the Securities Exchange Act of 1934 for director nominees to be included in the Company's proxy materials.

4. Recommend to the Board the slate of nominees of directors to be elected by the shareholders and any directors to be elected by the Board to fill vacancies. Recommendations should include a review by the Committee of the performance and contribution of fellow directors as well as the qualifications of proposed new directors.

C. Evaluation of the Board and Management Succession

1. Sponsor and oversee performance evaluations for the Board as a whole, including a review of self-assessments conducted by Board committees, which shall be done at least every three (3) years.
2. Develop, recommend and review the Company's (a) orientation program for new directors, and (b) continuing education program for incumbent directors.
3. Annually review succession plans for the Chairman of the Board of Directors, CEO and other key management positions.

D. Recommendations on Committee Memberships

1. With the Chairman, periodically review committee charters, the composition of each Board committee and make recommendations to the Board for (a) the creation of additional Board committees, (b) dissolution of Board committees, (c) changes in mandate of a committee, and (d) the nomination of directors to be members of Board committees.
2. Ensure that each Board Committee is comprised of members suitable for the tasks of the Committee and that each Committee conducts the required number of meetings and makes sufficient reports to the Board on its activities and findings.

E. Corporate Governance Matters

1. Recommend to the Board policies to enhance the Board's effectiveness, including the frequency and structure of Board meetings.
2. Develop and review periodically, at least annually, the corporate governance policies of the Company, including the Corporate Governance Principles, to ensure that they are appropriate for the Company and comply with applicable laws, regulations, and listing requirements, and to recommend any changes to the Board.
3. Develop and recommend to the Board for adoption a Code of Business Conduct for directors, officers and employees.

4. Review periodically the Articles of Incorporation and Bylaws of the Company and recommend to the Board changes thereto in respect of good corporate governance and fostering shareholder rights.
5. Review the procedures and communication plans for shareholder meetings to ensure that the rights of shareholders are protected.
6. Consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.
7. Perform an annual self-assessment relative to the Committee's purpose, duties, and responsibilities set forth in the Charter.
8. Recommend to the Board whether to accept the resignation of (i) a director whose principal occupation has changed since he or she was last elected to the Board, and (ii) a director who reaches Retirement Age, each as required under the Company's Corporate Governance Principles.
9. Recommend to the Board whether to accept the resignation of a director who does not receive more votes "for" than "against" his or her election to the Board in a non-contested election, as required under the Company's Bylaws.

F. Conflicts and Other Directorships

1. Review other directorships and agreements of Board members, which may create conflicts of interest.
2. Examine and, if appropriate, clear actual and potential conflicts of interest a Board member may have, and issue to a Board member having an actual or potential conflict of interest, instructions on how to conduct himself/herself in matters before the Board which may pertain to that conflict.

**Appendix I to Charter of the Independent Bank
Corporation
Nominating and Corporate Governance
Committee
Policy Governing Director Qualifications and
Nominations**

The Board of Directors (the "Board") of Independent Bank Corporation (the "Company") has adopted this Policy Governing Director Qualifications and Nominations in accordance with the proxy disclosure requirements set forth in the rules adopted by the Securities and Exchange Commission (the "SEC") and the corporate governance rules adopted by the Nasdaq Stock Market, Inc. ("Nasdaq").

**Identifying and Evaluating Director
Nominees**

The Nominating and Corporate Governance Committee (the "Committee") of the Board is responsible for (1) establishing criteria for individuals to be eligible for election or appointment to the Board, (2) identifying individuals qualified to become directors, and (3) recommending candidates to the Board for its selection of nominees for election by the Company's shareholders.

The general process for identifying and evaluating nominees for the Board, including nominees recommended by shareholders, is as follows:

1. The Committee may actively seek, for recommendation to the Board, individuals qualified to become directors from any source it deems appropriate, including recommendations of candidates validly made by shareholders of the Company.
2. The Committee will review and evaluate the qualifications of any such proposed director candidate and conduct inquiries it deems appropriate to confirm the candidate's qualifications.
3. The Committee will evaluate all proposed director candidates in the same manner, with no regard to the source of the initial recommendation of any proposed director candidates.
4. The Committee will consider for nomination any proposed director candidate who is deemed qualified by the Committee in light of the minimum qualifications and other criteria for Board membership approved by the Board from time to time.
5. In identifying and evaluating proposed candidates, the Committee will seek to promote diversity among its directors, including gender and race diversity, as well as diversity in business, industry and professional experience with the objective of increasing

the range of skills and perspectives of the Board and enhance its ability to govern the affairs of the Company.

6. In identifying and evaluating proposed candidates, the Committee may consider, in addition to the minimum qualifications and other criteria for Board membership, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of professional experience or other background characteristics, his or her independence, and the prevailing needs of the Board.

Shareholder Recommendations of Director Nominees

The procedures and notice requirements to be followed by shareholders in submitting recommendations for director candidates to the Committee are contained in the Company's Articles of Incorporation.

Director Qualifications Criteria

The Company seeks directors who possess, at a minimum, the qualifications and skills described below. The Committee evaluates each director candidate in the context of the overall composition and needs of the Board, with the objective of recommending a group that can best manage the business and affairs of the Company and represent shareholder interests. The Committee will consider these and, to the extent deemed appropriate, other qualifications, skills and attributes when recommending candidates to the Board.

Minimum Qualification Standards

At a minimum, the Committee must be satisfied that each recommended nominee meets the following minimum qualifications (the "Minimum Qualification Standards"):

1. *Integrity.* The candidate shall exhibit high standards of personal integrity and ethical character.
2. *Absence of Conflicts of Interest.* The candidate shall not have any interests that would impair his or her ability to (i) exercise independent judgment, or (ii) otherwise discharge the fiduciary duties owed as a director to the Company and its shareholders.
3. *Fair and Equal Representation.* The candidate must be able to represent fairly and equally all shareholders of the Company without favoring or advancing any particular shareholder or other constituency.

4. *Experience.* The candidate shall have experience at a strategic, policy making or senior management level in a business, government, non-profit or academic organization of high standing.

5. *Business Understanding.* The candidate must have a general appreciation regarding major issues facing public companies and financial institutions of a size and operational scope similar to the Company, including:

- contemporary governance concerns;
- regulatory obligations of a public issuer and financial institution;
- strategic business planning; and
- basic concepts of corporate finance and banking.

6. *Available Time.* The candidate must have, and be prepared to devote adequate time, to the Board and its committees. It is expected that each candidate will be available to attend substantially all meetings of the Board and any committees on which the candidate will serve, as well as the Company's annual meeting of shareholders.