

**Columbia State Bank
Columbia Banking System, Inc.**

Corporate Governance and Nominating Committee Charter

Committee Approved: June 27, 2018 (No Changes)

Board Approved: June 28, 2017

**COLUMBIA BANKING SYSTEM, INC.
COLUMBIA STATE BANK**

**CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER**

Purpose

The Corporate Governance and Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Columbia Banking System, Inc. (the “Company”) to (1) promote the best interests of the Company and its shareholders through implementation of sound principles and practices of corporate governance; and (2) identify, evaluate, recruit and recommend to the Board for consideration and approval, the individuals to constitute the nominees of the Board for election as Directors at the annual meeting of shareholders or to fill vacancies on the Board.

Committee Membership

The Committee shall consist of no fewer than three members, each of whom shall be a Director of the Company. The Committee shall consist solely of “independent directors,” *i.e.*, those directors who neither are officers or employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment carrying out the responsibilities of a director, and who are otherwise “independent” under the rules of the Nasdaq Stock Market, Inc. (“Nasdaq”) and the Securities and Exchange Commission (the “SEC”) and any applicable rules of any banking agencies. The Committee shall report to the Board. Members of the Committee shall be appointed and removed by the Board, and members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. A majority of the members of the Committee shall constitute a quorum.

Committee Structure and Operations

The Board shall designate one member of the Committee as the Committee chairperson. The Committee shall meet in person or telephonically at least twice a year, and perhaps more frequently, in conjunction with regularly scheduled meetings of the Board at regularly scheduled times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The secretary for the Committee shall be the Company’s Corporate Secretary.

Committee Authority and Responsibilities

1. The Committee shall monitor and review the appropriateness of the Company’s principles and practices of corporate governance, including its Corporate Governance Policy, and make such recommendations as the Committee considers appropriate.
2. The Committee shall have the responsibility to develop and recommend criteria for the selection of new directors to the Board, including, but not limited to, skills, experience, diversity,

time availability (including the number of other boards he or she sits on in the context of the needs of the Board and the Company) and such other criteria as the Committee shall determine to be relevant at the time. The Committee shall have the power to apply such criteria in connection with the identification of individuals to be Board members, as well as to apply the standards for independence imposed by Nasdaq and the SEC and, if applicable, any banking agencies.

3. When vacancies on the Board occur, or otherwise at the direction of the Board, the Committee shall actively seek individuals whom the Committee determines meet such criteria and standards for recommendation to the Board.

4. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and to retain and terminate any special counsel or other experts or consultants as it deems appropriate. The Committee shall have sole authority to approve the search firm's and any other consultants' fees and other retention terms, at the Company's expense.

5. The Committee shall recommend to the Board, on an annual basis, nominees for election as directors for the next annual meeting of shareholders. The Committee shall consider all candidates recommended by the Company's shareholders in accordance with the procedures set forth in the Company's annual proxy statement. The Committee may consider candidates proposed by management, but is not required to do so.

6. The Committee shall identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the criteria described above, and the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of the other committee members.

7. The Committee shall review the level and form of compensation of Directors taking into account such factors as the Committee deems appropriate including such factors as the compensation paid to directors of comparable companies. The Committee will recommend to the Board any changes deemed appropriate by the Committee.

8. The Committee shall oversee director continuing education to assure periodic and relevant training is received by all Board and Committee members.

9. The Committee shall recommend to the entire Board, at least annually, a process for evaluating the performance of the Board.

10. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance, which review shall compare the performance of the Committee with the requirements of this charter.

11. The Committee shall make reports to the Board, at least annually. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make the report.

12. The Committee shall make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.

13. The Committee shall assist management as requested with respect to the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.

14. The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

The Committee, and each member of the Committee in his or her capacities as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Company or Columbia Bank, whom such member believes to be reliable and competent in the matters presented, and (ii) legal counsel, public accountants or other persons as to matters which the member believes to be within the professional or expert competence of such person.