

**Chemical Financial Corporation/Chemical Bank
Corporate Governance and Nominating Committee Charter**

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I. PURPOSE

This Charter sets forth the organization and operation of the Corporate Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Chemical Financial Corporation (the “**Company**”) and has been approved by the Board. Amendments to this Charter shall be approved by the Board. The Committee also functions as corporate governance and nominating committee of the board of directors of the Company’s subsidiary bank, Chemical Bank (the “**Bank**”). References to the Company in this Charter also include the Bank, and references to the Board include the boards of directors of the Company and the Bank. The Committee shall provide assistance to the Board in fulfilling its responsibilities by providing independent director oversight of the nominations process for election to the Board, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws, and leadership in the Company’s corporate governance.

II. MEMBERSHIP

The Committee shall be comprised of at least three directors appointed by the Board based on recommendations from the Committee, one of whom shall be designated by the Board as Chairperson. All Committee members shall be independent of the management of the Company and free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment as a Committee member. Each Committee member shall be an “independent director” as defined by the Nasdaq Marketplace Rules. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. A Committee member may be removed for any reason following a majority vote of the Board.

III. AUTHORITY AND RESPONSIBILITIES

The Committee has full power and authority to perform the responsibilities of a public company nominating and corporate governance committee under applicable law, regulations, Nasdaq Marketplace Rules, and public company custom and practice.

The Committee has the authority and responsibility 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 Qualifications**”).
- Review and recommend to the Board any changes in the size and composition of the Board.
- Provide the independent director oversight of the nomination process for election to the Board contemplated by Nasdaq Marketplace Rules by recommending to the Board for selection and approval the nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders, or to be appointed by the Board to fill a vacancy on the Board.

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- Plan for continuity on the Board as existing Board members retire or resign from the Board.
- Review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's Corporate Governance and Director Standards, and evaluate and recommend to the Board whether such resignation should be accepted.
- Lead the search for and screen individuals qualified to become members of the Board. The Committee shall also consider candidates recommended by shareholders. When considering a person to be recommended for nomination as a director, the Committee shall consider the skills and background needed by the Company and possessed by the person and the criteria for director nominees set forth herein. The Committee shall also consider the Director Qualifications in evaluating director candidates.
- Annually assess the qualifications, contributions and independence of incumbent directors standing for re-election to the Board of Directors.
- Set forth a determination with regard to each director candidate the particular experience, qualifications, attributes or skills held by such person that led the Committee to conclude that such person should serve or continue to serve as a director based on the Company's business and structure.
- To develop and recommend to the board for approval standards for determining whether a director has a relationship with the Company that would impair his or her independence.
- Assess the "independence" of directors in accordance with applicable rules and regulations at least annually.
- 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.
- 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 Corporate Governance And Director Standards, articles of incorporation and bylaws.
- Develop and make recommendations to the Board regarding policies on service requirements and retirement policies for members of the Board.
- Review the Board's committee structure and composition and recommend to the Board the directors to be appointed to each committee of the Board and the director to be designated as Chairperson of each committee of the Board at least annually.
- Recommend to the Board an independent director to be designated as the "Lead Independent Director" of the Board.

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- Monitor the performance of individual directors. If any individual director is determined by the Committee to be unsatisfactory, the Committee shall work with the director to address and resolve the issue. If the issue is not resolved, the Committee may, in its discretion, request the director's resignation or recommend to the Board that the director be removed from any committee of the Board or that the director not be nominated for re-election to the Board.
- Evaluate periodically the performance, authority, operations, charter and composition of each standing or ad hoc committee of the Board and recommend to the Board any changes the Committee determines to be appropriate.
- Periodically review and make recommendations to the Board on Board policies and practices relating to corporate governance, independence of directors, attendance, conflicts of interest, ethics, and business conduct.
- Determine and oversee administration of a process approved by the Committee for security holders to send communications to the Board.
- Review and make recommendations to the Board regarding responses to proposals of shareholders that relate to corporate governance.

The Committee also has and will have any additional powers, authority and responsibilities that are delegated to the Committee by the Board of Directors. The powers, authorities and responsibilities of the Committee that relate to specific laws, regulations and rules shall continue and apply to any applicable successor or amended laws, regulations and rules. The Committee may establish subcommittees of the Committee and delegate authority and responsibility to subcommittees or any individual member of the Committee.

The Committee will keep minutes, make them available to the Board, provide regular reports to the Board and propose any necessary action to the Board. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. A majority of the Committee members currently holding office constitutes a quorum for the transaction of business. The Committee shall take action by the affirmative vote of a majority of all members of the Committee.

IV. CRITERIA FOR DIRECTOR NOMINEES

In considering possible candidates for election as a Director, the Committee and the other Directors should be guided by applicable rules and regulations, any specific criteria established by the Committee, including the Director Qualifications, and the following criteria.

Each candidate should:

- Be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others;
- Be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a Director;

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- Possess substantial and significant experience that would be of particular importance to the Company in the performance of the duties of a Director;
- Have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a Director; and
- Have the capacity and desire to represent the balanced, best interests of the shareholders as a whole.

V. NOMINATIONS

Nominations of candidates for election to the Board of the Company at any annual meeting of shareholders or at any special meeting of shareholders called for election of directors (an "**Election Meeting**") may be made by the Board or by a shareholder of record of shares of a class entitled to vote at such Election Meeting.

Nominations made by the Board must be recommended by the Committee. Such nominations must be made at a meeting of the Board, or by written consent of directors in lieu of a meeting, not less than ten days prior to the date of an Election Meeting; provided, that approval by the Board of the Company's proxy statement with respect to an Election Meeting in which nominees for director are named will constitute the nominations of the Board of Directors.

Shareholders may nominate candidates for election as directors. To make such a nomination, shareholders must send a notice to the Secretary of the Company that sets forth the following:

- The name, age, business address and residence address of each nominee;
- The principal occupation or employment of each nominee;
- The number of shares of the Company's common stock beneficially owned by each nominee;
- A statement that each nominee is willing to be nominated and to serve if elected; and
- Such other information concerning each nominee as would be required to be provided in a proxy statement soliciting proxies for the election of each nominee.

Shareholders must send this notice to the Secretary of the Company not less than 120 days prior to the date of an annual meeting and not more than seven days following the date of notice of a special meeting called for election of directors. The Committee shall evaluate and consider every nominee so proposed by a shareholder and report each such nomination and the Committee's recommendation to the full Board. The Committee may also, in its discretion, consider shareholders' informal recommendations of possible nominees.

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VI. ADVISORS

The Committee has the authority to engage consultants, advisors and legal counsel at the expense of the Company. The Committee has the authority to approve contracts with and payment of fees and other compensation of consultants, advisors and legal counsel. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any consultants, advisors or legal counsel employed by the Committee and ordinary administrative expenses of the Committee.

VII. ROLE OF OFFICERS

The Company's executive officers shall serve as a resource to the Committee and provide advice, information, analysis and documentation to the Committee upon request. In appropriate cases, in its discretion, the Committee may delegate its authority to the executive officers, being mindful that the Committee and the Board are responsible to the Company's shareholders to perform the functions and fulfill the responsibilities charged to the Committee under this Charter.

At the direction of the Committee chairperson, the Committee may hold an executive session outside the presence of the Company's executive officers.

VIII. SCOPE OF RESPONSIBILITY

The Committee and its members have the duties and responsibilities expressly stated in this Charter or imposed by law. These duties and responsibilities of a member of the Committee are in addition to those duties applicable to all members of the Board. It is not the duty of the Committee to conduct investigations or to ensure compliance with laws and regulations. In discharging his or her duties, each member of the Committee is entitled to rely on financial statements, financial data information, opinions, reports and statements, prepared or presented by officers, employees, consultants, advisors, legal counsel, accountants, and other persons he or she reasonably believes to be reliable and competent in the matters presented.