

**NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**OF**  
**AXOS FINANCIAL, INC.**

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**APPROVED: April 23, 2020**

PURPOSES

The primary purposes and responsibilities of the Nominating/Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Axos Financial, Inc., a Delaware corporation (the “Company”) are to:

- Select, or recommend for selection by the full Board, the individuals qualified to serve on the Board (consistent with criteria that the Board has approved) for election by stockholders at each annual meeting of stockholders, and to fill vacancies on the Board;
- develop, recommend to the Board, and assess corporate governance policies for the Company;
- oversee the evaluation process of the Board and ensure that the Compensation Committee evaluates management;
- recommend, prior to the Board's annual determination, whether each director is “independent” in accordance with the standards set forth by the New York Stock Exchange (the “NYSE”); and
- assist the Board in the nomination and evaluation of potential successors to the Chief Executive Officer.

*Membership.* The Committee must consist of at least two directors. The Board will designate a Committee member as the chairperson of the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

*Independence.* All Committee members must have been determined by the Board to be independent as defined in the NYSE listing standards, as amended from time to time (the “listing standards”).

*Appointment.* Subject to the requirements of the NYSE listing standards, the Board may appoint and remove Committee members in accordance with the Company’s bylaws. Committee members will serve for such terms as the Board may fix, and in any case at the Board’s will, whether or not a specific term is fixed.

DUTIES AND RESPONSIBILITIES

*Director nominees and vacancies.* The Committee will timely nominate individuals for nomination as directors at each annual meeting of stockholders and appoint individuals to fill vacancies on the Board, subject to legal rights, if any, of third parties to nominate or appoint directors, and subject to the Corporate Governance Guidelines on director qualification criteria.

*Committee appointments.* If and when requested periodically by the Board, the Committee will identify and recommend to the Board the appointees to be selected by the Board for service on the committees of the Board.

*Governance policies.* The Committee will review corporate governance policies and, when appropriate, make recommendations for modification to the Board. The Committee shall have oversight over the Company's Corporate Governance Guidelines and policies governing the Board as they relate to matters concerning the selection of individuals to serve on the Board.

*Board evaluation.* The Committee will ensure a process for the annual evaluation of the Board is in place..

*Annual performance review.* The Committee will evaluate its own performance as a Committee annually.

*Annual charter review.* The Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Board.

*Director search firm engagement.* The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.