

# NOMINATING COMMITTEE CHARTER

OF

BOFI HOLDING, INC.

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**APPROVED: August 17, 2017**

## **I. Authority and Purpose**

The Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Bofi Holding, Inc., a Delaware corporation (the "Company") is appointed by the Board to assist the Board in selecting nominees for election to the Board and to monitor the composition of the Board. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe.

The purpose of the Committee shall be to assess the performance of the Board and to make recommendations to the Board from time to time or, whenever it shall be called upon to do so, regarding nominees for the Board. All powers of the Committee are subject to the restrictions designated in the Company's bylaws and by applicable law.

## **II. Committee Membership**

The Committee members (the "Members") shall be appointed by the Board and will serve at the discretion of the Board. The Committee will consist of at least two (2) members of the Board. Each member of the Committee shall meet the independence requirements of Nasdaq, the definition of a "Non-Employee Director" under Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and any other regulatory requirements. Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board.

## **III. Duties and Responsibilities**

The duties of the Committee shall include, without limitation, the following:

- a. Monitoring the size and composition of the Board.
- b. Considering and making recommendations to the Board with respect to the nominations or elections of directors of the Company.

In considering potential new directors and officers, the Committee will review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are broad experience in business, finance or administration; familiarity with national and international business matters; familiarity with the Company's industry; and prominence and reputation. Since prominence and reputation in a particular profession or field of endeavor are what bring most persons to the Board's attention, there is the further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees.

A review is also to be made of the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee will bear in mind that the foremost responsibility of a director of a Company is to represent the interests of the stockholders as a whole.

The Committee shall periodically review and reassess the adequacy of this Charter and propose any changes to the Board for approval.

**IV. Conduct of Business**

The Committee shall conduct its business in accordance with this Charter and any direction by the whole Board. The Committee shall report, at least annually, to the Board. Prior to the annual meeting of stockholders, the Committee will recommend to the Board the persons who will be the nominees of the Board of Directors for the election of whom the Board will solicit proxies. As part of this process, the Committee will consider candidates recommended by stockholders of the Company.

**V. Meetings**

The Committee will meet at least one time each year. The Committee may establish its own schedule which it will provide to the Board in advance.

**VI. Minutes**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.