

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

APPROVED: January 9, 2019

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 of the Board and ensure that the compensation committee evaluates management;
- recommend, prior to the Board of Directors annual determination, whether each director is “independent” in accordance with the standards set forth by the New York Stock Exchange; 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 New York Stock Exchange listing standards, as amended from time to time (the “listing standards”).

Appointment. Subject to the requirements of the 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

Qualifications of directors. The Committee will periodically, and no less frequently than annually, meet to assess, develop and communicate with the full Board concerning the appropriate criteria for nominating and appointing directors, including:

- Judgement, character, expertise, skills and knowledge useful to the oversight of the Company’s business;
- business, financial and risk management expertise;

- experience as a director of a public company;
- diversity of viewpoints, background, and experience;
- ability to think independently as well as to work in a collegial manner with persons of different education, business and cultural backgrounds, and possession of skills and expertise that complement the attributes of the existing directors;
- freedom from any conflict of interest that would interfere with their ability to properly discharge their duties as a director or would violate any applicable law or regulation;
- personal qualities reflecting high ethical standards, independent thought, practical wisdom and mature judgment; and
- the extent to which the interplay of the candidate's expertise, skills, knowledge and experience with that of other Board members will build a Board that is effective, collegial and responsive to the needs of the Company.

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.

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 full Board as they relate to matters concerning the selection of individuals to serve on the Board.

Board evaluation. The Committee will ensure an annual evaluation of the Board occurs and ensure that this evaluation is discussed with the full Board.

Annual performance review. The Committee will evaluate its own performance as a Committee and this charter on an annual basis and report the results thereof to the full 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.