



**CHARTER OF THE NOMINATING COMMITTEE
OF THE
BOARD OF DIRECTORS OF SCB AND SFBC**

PURPOSE

The Nominating Committee of the Board is established to identify individuals qualified to serve as Board members, consistent with criteria approved by the Board, and recommend nominees for election or appointment to the Board.

COMMITTEE COMPOSITION AND MEETINGS

Nominating Committee members include three or more directors (including a chairperson) appointed annually by the Board. Each member is an independent director as defined by the NASDAQ Stock Market (the "NASDAQ") listing standards and is free from any relationship that would interfere with the exercise of his or her independent judgment, subject to any exception that may be permitted under the NASDAQ requirements. The Board may change the membership of the Committee at any time and fill vacancies, subject to the qualification requirements of this Charter.

The Committee meets at least annually or more frequently as circumstances require.

COMMITTEE DUTIES, RESPONSIBILITIES, AND PROCESS

The Committee maintains adequate minutes of all meetings, and reports its actions at the next meeting of the Board. Committee members are furnished with copies of the minutes of each meeting for review and approval. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may adopt its own rules of procedure not inconsistent with: (a) any provision of this Charter; (b) any provision of the Bylaws of the Company; or (c) the laws of its jurisdiction of incorporation.

The Committee may request that a director, officer, or employee of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide pertinent information as requested.

The Committee is responsible for:

1. Recommending to the Board the appropriate size of the Board and assist in identifying, interviewing, and recruiting candidates for the Board.
2. Recommending candidates (including incumbents) for election and appointment to the Board of Directors, subject to the provisions set forth in the Company's Articles of Incorporation and Bylaws relating to the nomination or appointment of directors, based on the following criteria: business experience, education, integrity and reputation, independence, conflicts of interest,

diversity, age, number of other directorships and commitments (including charitable obligations), tenure on the Board, attendance at Board and committee meetings, stock ownership, specialized knowledge (such as an understanding of banking, accounting, marketing, finance, regulation and public policy) and a level of commitment to the Company's communities, residency, and shared values, as well as overall experience in the context of the needs of the Board as a whole.

3. Reviewing nominations submitted by stockholders, which have been addressed to the corporate secretary, and which comply with the requirements of the Articles of Incorporation and the Bylaws. Nominations from stockholders are considered and evaluated using the same criteria as all other nominations.
4. Annually recommending to the Board committee assignments and committee chairs on all committees of the Board, and recommend Board members to fill vacancies on committees as necessary.
5. Performing other duties or responsibilities expressly delegated to the Committee by the Board.

INVESTIGATIONS AND STUDIES: OUTSIDE ADVISORS

The Committee may conduct or authorize studies of or investigations into matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such counsel or other advisers as it deems necessary (which may, if the Committee deems it appropriate, be the Company's regular counsel or advisers). The Committee may retain or terminate one or more search firms to assist the Committee in carrying out its responsibilities, including authority to approve the firm's fees and retention terms, which fees shall be borne by the Company.

DOCUMENT APPROVAL HISTORY

This Document's Approval Date: February 2, 2018

Previous Approval Date: September 27, 2016

DOCUMENT OWNERSHIP AND APPROVAL REQUIREMENTS

Maintained by: Chief Executive Officer

Reviewed by: Nominating Committee

Approved by: Board of Directors

Review Cycle: As needed, but at least annually