

NOMINATING COMMITTEE CHARTER
FIRST MANITOWOC BANCORP, INC.
FIRST NATIONAL BANK IN MANITOWOC

Authority:

The Nominating Committee is appointed by the Board to discharge the duties of the Board relating to the selection and nomination of persons to serve on the Board and in corporate governance issues.

The members of the Nominating Committee shall meet the independence requirements of the Securities and Exchange Commission and the National Association of Securities Dealers. The Nominating Committee shall be composed of at least three directors who shall be appointed by the Board, none of whom are standing for re-election.

The Nominating Committee shall have the authority to retain and terminate consultants or a search firm, including authority to approve the search firm's fees and other retention terms, to be used to identify director candidates. The Nominating Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Nominating Committee or to meet with any members of, or consultants to, the Nominating Committee.

Responsibilities:

The Nominating Committee shall:

1. Review and reassess the performance of the Nominating Committee and the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
2. Maintain minutes of meetings and make regular reports to the Board.
3. Make recommendations regarding the size and composition of the Board.
4. Establish and recommend to the Board criteria for the selection of new directors to serve on the Board.
5. Identify individuals qualified to become Board members, consistent with criteria approved by the Board.
6. Select the director nominee(s) for the next annual meeting of shareholders.
7. Oversee the evaluation of the Board members.
8. Determine the appropriate committee structure of the Board.
9. Act as a forum to hear special concerns that might arise that require the attention of the Board's independent directors.
10. Make periodic recommendations for improving the Board's effectiveness and discuss annually with the full Board its effectiveness.
11. Develop and recommend to the Board a set of corporate governance principles applicable to the Company.