

**PEOPLE'S UTAH BANCORP
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER**

Board Approved November 15, 2017

I. Purpose

The primary function of the Nominating and Corporate Governance Committee (“Committee”) is to assist the Board of Directors of People’s Utah Bancorp (the “Corporation”) and recommend to People’s Intermountain Bank and its divisions, Bank of American Fork, Lewiston State Bank and GrowthFunding Equipment Finance, courses of action in fulfilling their oversight responsibilities in the following areas:

1. Director, CEO, and CFO composition and succession planning.
2. Governance monitoring of business practices and advocating for the highest integrity of corporate behavior.

This charter includes the Corporation and its subsidiaries and divisions.

The Committee will fulfill its responsibilities and duties primarily by carrying out the activities enumerated in Section IV of this Charter.

II. Composition

The Committee shall be comprised of three or more directors as determined by the Board. All of the members of the Committee shall be “independent” as determined by the Board and as defined in the listing standards of The NASDAQ Stock Market or such other national securities exchange on which the Corporation’s securities are then listed, as the same may be amended from time to time, the rules and regulations of the Securities and Exchange Commission and any other laws applicable to the Company. The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or until their successors shall be duly elected and qualified. Except as otherwise directed by the Board, a Director selected as a Committee member shall continue to be a member of the Committee for as long as he or she remains a Director or until his or her earlier resignation or removal from the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chair or any member of the Committee may call a Committee meeting. The Chair shall preside over all Committee meetings and, in the absence of the Chair, the Committee members present may appoint a Chair from the members in attendance.

The Committee may meet with any other Board committee and may request any officer, employee, attorney, auditor, consultant, regulator, or advisor to attend a meeting or to meet with

any member of the Committee. As part of its job to foster open communication, the Committee will provide agenda time during which the Committee can meet separately in executive session with any such individual to discuss matters the Committee or these individuals believe should be discussed privately.

The Committee keeps minutes of its meetings in order to record nomination decisions made by the Committee. It is not necessary for the minutes to include additional meeting discussions.

IV. Responsibilities and Duties

The Committee shall have the responsibilities and duties set forth below, as well as other matters specifically delegated to the Committee by the Board:

1. Review and update this Charter periodically, at least annually, as conditions dictate.
2. The Committee is responsible for monitoring Board composition, director performance and the overall effectiveness of the Board. Its duties include establishing criteria for Board membership, determining methodologies for finding the best possible candidates, identifying and screening individuals qualified to become members of the Board, consistent with criteria approved by the Board, and recommending Director nominees for approval by the full Board and election by the shareholders. In addition, the Committee will recommend various Directors for membership in and/or chairmanship of the other committees of the Board. The Committee will recommend changes to the Corporation, where appropriate.
3. The Committee is responsible for the oversight of succession planning for all named executive officers. It is directly responsible for CEO and CFO succession planning of the Corporation, including its subsidiaries and divisions.
4. Management consults with the Committee regarding the composition of Advisory Boards.
5. The Committee is responsible for monitoring business practices and for advocating the highest integrity of all aspects of corporate behavior. Its corporate governance duties include:
 - Overseeing and reviewing this charter at least annually;
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 - Reviewing and assisting in the development of appropriate management succession plans and periodic Board evaluation criteria and procedures; and
 - Overseeing director continuing education to assure periodic and relevant training for all Board and Committee members.