

**BLUE RIVER BANCSHARES, INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

STATEMENT OF POLICY

The Nominating and Corporate Governance Committee shall provide assistance to the board of directors in fulfilling the board of directors' responsibilities for director nominations and appointments, establishing compensation for members of the board of directors, and corporate governance.

ORGANIZATION

The Nominating and Corporate Governance Committee shall consist of at least three members appointed by the board of directors and may be removed by the board of directors. The Nominating and Corporate Governance Committee shall meet on the call of its chairman. The Nominating and Corporate Governance Committee has the sole authority to retain and terminate any consulting or search firm to be used to identify director candidates, including the sole authority to approve the firm's fees and other retention terms. The notice and quorum requirements applicable to the board of directors shall apply to the Nominating and Corporate Governance Committee.

QUALIFICATIONS

The Nominating and Corporate Governance Committee shall be composed entirely of independent directors, determined by the board of directors under the applicable requirements of the Nasdaq Stock Market.

POWERS, DUTIES AND RESPONSIBILITIES

In discharging its responsibilities to review and recommend director nominations, recommend director compensation and assist with corporate governance as requested by the board of directors, the Nominating and Corporate Governance Committee shall:

- actively seek individuals qualified to become members of the board of directors;
- from time to time recommend individuals for appointment as directors by the board of directors;
- review and recommend to board of directors number of directors to serve on subsidiaries' boards of directors based upon recommendations from nominating committees of the subsidiaries;

- review and recommend to board of directors appointments of directors for subsidiaries based upon recommendations from nominating committees of the subsidiaries;
- review and recommend to the board of directors the number of directors that shall constitute the whole board of directors;
- review and recommend to the board of directors nominees for director to be approved by shareholders at an annual meeting of shareholders or a special meeting of shareholders;
- evaluate and recommend director compensation;
- consider and advise the board of directors on other matters relating to the affairs or governance of the board of directors as requested by the board of directors;
- review and approve any disclosure of the actions of the Nominating and Corporate Governance Committee required to be included in any periodic or annual report;
- annually, review and update this charter for consideration by the board of directors;
- annually evaluate the performance and function of the Nominating and Board of Directors Governance Committee; and
- report the matters considered and actions taken by the Nominating and Board of Directors Governance Committee to the board of directors.