

## **Fidelity Southern Corporation**

### **Nominating & Governance Committee** **Director Qualifications Standards and** **Procedures for Identifying and Evaluating Candidates**

**January 17, 2019**

#### **Qualifications**

Nominees for directors are selected for their character, judgment, diversity, financial and entrepreneurial acumen, ability to work with others and their ability to act for the benefit of the Corporation and its shareholders.

Other than two management nominees, each nominee must meet the definition of “independent director” as established by NASDAQ and the SEC and must be determined by the Board of Directors to be independent. Any nominee who is or may become a member of the Audit Committee must also meet the criteria of an “independent director” and the qualifications of a member of the Audit Committee as established by NASDAQ and the SEC for membership on the Audit Committee. In addition, one or more candidates must meet the qualifications of an audit committee financial expert as established by NASDAQ and the SEC. The qualifications set forth in this paragraph are not applicable to key executives who are also directors of the Corporation.

A nominee must be familiar with national, regional and local issues affecting the business of the Corporation.

As directors of the Corporation are often directors of the Fidelity Bank, the nominees must also meet the residency and other requirements of the laws of Georgia, the regulations of Georgia Department of Banking and Finance and other laws and regulations applicable to directors of banks.

All directors are expected to own stock of the Corporation in an amount that is appropriate within three years of first being elected.

#### **Identifying and Evaluating Candidates**

The name of any candidate for nomination as a director is to be submitted by shareholders (as hereafter provided) and directors to the Chairman of this Committee. The Committee will review the qualifications of each candidate submitted and conduct such inquiries as it determines appropriate. The Committee shall submit its recommendations of nominees for election to the Board of Directors at the first meeting of the Board of Directors held in each fiscal year, or earlier if requested by the Board of Directors.

All incumbent directors shall automatically be considered by the Committee except for those who have advised the Corporation that they do not want to be considered for re-election.

### Shareholder Recommendations

The Committee will consider any candidate for nomination as a director submitted by a shareholder owning at least 1,000 shares of Common Stock for at least one year. Such shareholder shall submit the name of the candidate that the shareholder is recommending in writing to the Chairman of this Committee. The recommendation is to be accompanied by (i) a written statement of the proposed nominee that the candidate consents to being a nominee, (ii) the curriculum vitae of the candidate and (iii) any other document evidencing the fact that the candidate meets all of the requirements set forth herein.

The Committee may seek additional information and may interview the candidate and others in its deliberations.

In order to timely consider the candidate, the shareholder must submit the recommendation on or before November 1 immediately preceding the next annual meeting of the shareholders in order to provide the Committee with sufficient time to review the submission and obtain all necessary information regarding the candidate before it makes its recommendations to the Board of Directors.

### Recommendations of Candidates

The Committee shall meet from time to time to consider the candidates for nomination for election as a director, including the gathering of additional information and the conducting of interviews of the candidate and others. Primary consideration shall be given to the then current directors. The qualifications of all candidates and the information obtained by members of the Committee shall be discussed by the members of the Committee. All additional information deemed desirable by the Committee regarding any candidate shall be promptly obtained.

All reasonable expenses incurred by the Committee shall be paid by the Corporation.

The Committee shall recommend by majority vote to the Board of Directors for nomination as a director those candidates that it believes will best serve the Corporation and its shareholders, meet the qualifications set forth herein and have such other requisite skills and knowledge deemed necessary by the Committee of a director of the Corporation. Such recommendations shall take into account the need to have a sufficient number of directors who meet the requirements of the SEC and NASDAQ outlined hereinabove.