

Financial Institutions, Inc.
Board of Directors
Nominating and Governance Committee
Charter
Approved by the Board of Directors: June 19, 2019

AUTHORITY and PURPOSE

The Board of Directors has established the Nominating and Governance Committee (the "Committee") to assist the Board of Directors (the "Board") in governance matters for Financial Institutions, Inc. ("FII") and its subsidiaries, including:

- Identifying qualified individuals to become directors;
- Recommending to the Board qualified director nominees for election at the shareholders' annual meeting;
- Determining membership on the Board committees, with input from appropriate resources including the Chair of the Board of Directors of FII;
- Recommending and monitoring the Corporate Governance Guidelines;
- Conducting annual self-evaluations of the board and the Committee; and
- Developing and administering orientation and development programs for directors.

COMPOSITION

The Committee members shall be appointed, and may be replaced, by the Board. The Committee shall consist of no fewer than three directors. All members of the Committee shall meet the independence standards as specified in the Company's Corporate Governance Guidelines, SEC rules, and NASDAQ rules. The Board shall appoint the Chairman of the Committee, which may be changed by the Board from time to time.

MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities. Any Committee member may request the Chairman of the Committee to call a meeting. The Chairman of Committee shall report on any Committee meetings held at the next regularly scheduled Board meeting following the Committee meeting.

DUTIES AND RESPONSIBILITIES

The following identify the specific areas and actions that the Committee is responsible for:

- The Committee shall seek qualified director prospects and shall recommend to the Board director nominees for election at the shareholders' annual meeting.
- Prior to nominating an existing director for reelection to the Board, the Committee shall consider and review among other factors, the existing director's:

- Board and committee meeting attendance and performance;
 - length of Board service;
 - experience, skills and contributions that the existing director brings to the Board; and
 - independence.
- The Committee shall develop and administer programs for:
 - the orientation of new directors;
 - the continuing training of all directors on legal and regulatory compliance; and
 - the continuing professional development of all directors.
 - A director nominee shall meet the director qualifications specified in the Corporate Governance Guidelines, including that the director nominee possess personal and professional integrity, has good business judgment, relevant experience and skills and will be an effective director in conjunction with the full board in collectively serving the long-term interests of the Company's shareholders.
 - The Committee shall recommend to the Board for its approval directors to be appointed as members on each committee of the FII Board and the boards and committees of each of FII's subsidiaries. Prior to recommending the reappointment of a director to a board committee, the Committee shall review the existing director's independence, if required, skills, Board committee meeting attendance, performance and contribution, and his or her fulfillment of committee responsibilities. If a vacancy on a board committee occurs, the Committee shall recommend a director with relevant experience and skills, and who is independent, if required by the committee charter, to be appointed to fill the vacancy.
 - The Committee shall recommend to the Board for its approval the Corporate Governance Guidelines. The Committee will review, when required because of developments in the law, and, in any event annually the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
 - The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process for each director and for the full Board that will be conducted and overseen by the Committee. The Committee shall report to the full Board, following the end of each fiscal year, the results of the annual self-evaluation, including any comments from the self-evaluations. However, any comments from the self-evaluations regarding individual directors shall be reported to the Chairman and CEO and if necessary, to the relevant committee chairman.
 - Concerns that are expressed by staff of FII or its subsidiaries or FII Shareholders regarding matters (i) which are outside the scope of the FII Code of Ethics for CFO, Senior Financial Officers and CEO, and (ii) which allege a violation by any director, officer or employee of FII or its subsidiaries of the Company's Code of Business Conduct and Ethics shall be reported by the appropriate management officials to the Committee for review and investigation and the Committee shall recommend to the Board a plan to resolve each such incident.

ADVICE FROM THIRD PARTY ADVISERS

The Committee shall have the sole discretion and authority to retain any search firm to assist in identifying director candidates, retain outside counsel and/or any other internal or external advisors and approve all related fees and retention terms.

EVALUATION

The Committee shall annually review its own performance by distributing to its members a written self-assessment, which shall be separate from the member's self-assessment of full Board activity. The Chairman shall report the evaluation results to the Board.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.