

CHARTER OF THE NOMINATION AND GOVERNANCE COMMITTEE

I. MEMBERSHIP

The Nomination and Governance Committee (the "**Committee**") of the board of directors (the "**Board**") of QCR Holdings, Inc. (the "**Company**") shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the rules of NASDAQ.

The members of the Committee shall be appointed by the Board based on recommendations from the Committee. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause. The Board shall designate members to serve as chair and vice chair of the Committee.

II. PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the governance of the Company and each of its controlled subsidiaries (the "**Subsidiaries**") including: (a) the selection, evaluation, education and retention of directors; (b) the development and maintenance of governance policies and procedures; and (c) any related matters required by the federal securities laws.

III. DUTIES AND RESPONSIBILITIES

The Committee is authorized and directed to:

- A. Annually review the Corporate Governance Guidelines (the "Guidelines") applicable to the Company and recommend any changes to the Board;
- B. Identify and screen individuals who may be qualified to become members of the Board consistent with the process and criteria set forth in the Guidelines or otherwise approved by the Board; and recommend to the Board (for action by the Board or shareholders as applicable) candidates for election or re-election to the Board;
- C. Review the Board's committee structure and composition, make recommendations to the Board regarding the appointment of individuals to serve as members of each committee and committee chairs and vice-chairs, and periodically review and recommend changes to the charters of board committees;
- D. Oversee the process for periodic evaluations of the Board and its committees, and periodically review this process and update it as necessary;
- E. Oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary, and annually review the orientation, education and training events available to and attended by directors in the prior calendar year;
- F. Take action with respect to Company governance-related policies, practices and procedures as follows:
 1. Identify best practices and review and recommend to the Board any changes to the documents, policies and procedures in the Company's corporate governance framework, including its articles of incorporation and bylaws;

2. Oversee compliance with the Company's Code of Business Conduct and Ethics Policy, Related Party Transactions Policy, and Insider Trading Policy, take action as directed by said code and policies, and periodically review said code and policies and recommend any changes to the Board;
 3. Recommend to the Board for approval any director independence standards in addition to those required by NASDAQ, and oversee the annual determination of independence of individual directors of the Company;
 4. Periodically review and recommend to the Board, or adopt if permitted by the policy, any changes with respect to policies or guidelines for which review of the Committee is sought; and
- G. Take action with respect to Subsidiary specific governance-related policies, practices and procedures as follows:
1. Annually review the Subsidiary Governance Guidelines and recommend any changes to the Board and the governing bodies of each Subsidiary;
 2. Periodically review the composition of all the Subsidiary boards, including size, diversity and expertise and the boards' committee structure;
 3. Oversee the process for periodic evaluations of the Subsidiary boards and individual directors; and
 4. Serve as an advisor to the Board and the governing body of each of the Subsidiaries regarding the election and retention of members of the subsidiary governing bodies and organization, governance and conduct of the governing bodies of the Subsidiaries.

IV. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, a director search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its advisors.

V. STRUCTURE AND OPERATIONS

The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee will: (a) make its members aware of educational seminars and programs that serve to increase the members' knowledge and awareness of issues of importance and relevance to the Committee; and (b) encourage attendance by one or more members at events, where appropriate.

VI. PERFORMANCE EVALUATION

The Committee shall conduct a biannual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board.