

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Board of Directors (the “Board”) of National Bank Holdings Corporation (the “Company”) appoints the Nominating and Governance Committee (the “Committee”) (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to recommend to the Board director nominees for each committee; (3) to assist the Board in determining compensation and benefits for directors; (4) to adopt the Company’s Governance Guidelines and other policies related to governance; and (5) to oversee the evaluation of the Board and management.

COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Committee shall be appointed by the Board. Unless appointed by the Board, the Committee shall appoint one of its members as Committee Chair (the “Chair”). The members and the Chair shall serve for such terms as the Board may determine, and may be replaced at any time by the Board. A Committee member may resign by giving written notice to the Board and may resign Committee membership without resigning from the Board. The Committee may delegate authority and responsibility to individuals or subcommittees when it deems appropriate and when such delegation is permitted under applicable laws, regulations, and rules.

MEETINGS

The Committee shall meet as often as it determines necessary to carry out its responsibilities. The Chair may request any associate of the Company to attend its meetings. The Chair shall preside at each meeting. In the event the Chair is not present at a meeting, the Committee members present at that meeting shall designate one of the Committee members as acting chair of such meeting. The Committee may meet in executive session without members of management in attendance as often as deemed appropriate. Any member of the Committee may call for an executive session. All meetings of the Committee shall be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Company’s records.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee shall actively seek individuals qualified to become board members for recommendation to the Board. The Committee shall consider nominees recommended by shareholders who are properly submitted in writing to the Company’s Secretary. The Committee shall evaluate any such shareholder-recommended nominees in the same manner as all other potential nominees.

2. The Committee shall make recommendations to the Board regarding the Board's committee structure and shall recommend to the Board nominees for each committee of the Board.
3. The Committee shall periodically review and make recommendations to the Board with respect to the compensation and benefits of directors, including under any equity-based compensation plans.
4. The Committee shall periodically review the adequacy of the Company's directors' and officers' liability insurance policies and shall be responsible for ensuring that the Company maintains such insurance coverage as the Committee deems to be in the best interest of the Company.
5. The Committee shall oversee the evaluation of the Board. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the performance of the Board and its committees, to be discussed with the full Board following the end of each fiscal year.
6. The Committee shall periodically review and update, as appropriate, the Company's Code of Business Conduct and Ethics, Code of Ethics for the CEO and Senior Financial Officials, Governance Guidelines, Insider Trading and Information Policy, Regulation FD Policy, Related Person Transactions Policy and such other Company governance-related policies it deems appropriate.
7. The Committee shall review and approve or ratify all related-party transactions in accordance with the Company's Related Person Transactions Policy.
8. The Committee shall serve as a resource to the Board in addressing any governance issues or matters that may arise.
9. To the extent not being done by the Board or other committees, the Committee shall review proposals, including shareholder proposals, for shareholder meetings.
10. The Committee shall oversee the Company's director orientation and continuing education programs.
11. The Committee shall make regular reports to the Board.
12. Unless the Chair determines otherwise, the Company's Secretary or Assistant Secretary shall be Secretary of the Committee and shall take and maintain minutes of the Committee's meetings.
13. The Committee shall review and reassess the adequacy of this Charter annually and may recommend or submit amendments to this Charter to the Board at any time.
14. The Committee shall annually review its own performance and the performance of its members.

15. The Committee shall have such other authority and responsibilities as the Board may delegate to it from time to time.
16. The Committee may retain special consultants and advisors to advise the Committee. The Committee shall have the sole authority to retain and terminate any search firms to be used to identify director candidates and shall have sole authority to approve the search firms' fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors.