

FFSC Nominating and Corporate Governance Committee Charter

Approval Entity: Nominating & Corp Governance Committee **Coordinator:** Corporate Secretary
Approval Date: October 3, 2019 **Review Frequency:** Annually

Purpose 2

Committee Membership..... 2

Committee Authority and Responsibilities Re: Corporate Governance... 2

Other Responsibilities 3

Committee Rules of Procedure 3

Minutes and Reports 4

Charter Evaluation 4

FFSC Nominating and Corporate Governance Committee Charter

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) operates as a committee of the Board of Directors (the “Board”) of Franklin Financial Services Corporation (the “Company”) to assist the Board by: (i) identifying persons qualified to become Board members and to recommend to the Board director nominees for the next annual meeting of shareholders, (ii) identifying persons who are qualified to fill any vacancy in the event of a vacancy on the Board, and (iii) recommending directors to be elected to Board offices.

Committee Membership

The Committee shall consist of not less than three nor more than seven directors. Each member of the Committee shall be an “independent director” as such term is defined in NASDAQ Rule 5605(a)(2) and shall meet all other applicable legal requirements. A majority of the Board, on the recommendations of the Chairman of the Board, shall appoint the Chairman and other members of the Committee annually. The members of the Committee shall serve until their successors are appointed. Committee members may be removed by and vacancies filled by the Board.

Committee Authority and Responsibilities with respect to Nominations

Director Criteria and Qualifications: The Committee shall recommend to the Board any minimum qualifications to be met by persons who are recommend by the Committee to be nominated by the Board for election or reelection to the Board and persons who are proposed by the Committee to be appointed to fill vacancies on the Board, including any specific qualities or skills to be possessed by one or more directors.

Recommendations with Respect to Candidates for Election and Reelection: The Committee shall recommend annually to the Board the number of and candidates to be nominated by the Board for election to the Board.

Candidates Recommended by Shareholders: The Committee shall consider director candidates recommended by shareholders. All shareholder recommendations must be received not later than 120 days prior to the anniversary date of the immediately preceding annual meeting. Such recommendations must be made in writing, must include the proposed candidate’s name and qualifications, and must be addressed to the Chairman of the Board of the Company. Director candidates recommended by the shareholders shall be evaluated in the same fashion as other persons who are considered by the Committee as potential candidates for election to the Board.

Recommendations with Respect to Vacancies: Upon the occurrence of a vacancy in the Board, the Committee shall, at the Board’s request, recommend to the Board a person to be appointed to fill such vacancy.

Recommendation with Respect to the Office of Chairman of the Board: The Committee shall recommend to the Board a person to be elected to the office of Chairman of the Board.

Recommendations with Respect to Other Board Offices: The Committee may recommend to the Board the creation of such other Board offices as it may deem to be appropriate (including the office of Vice Chairman of the Board) and, if the Committee recommends the creation of any other office, the Committee shall recommend to the Board a person to be elected to such office.

Succession Planning: The Committee shall make a periodic report to the Board on succession planning with respect to the Board of Directors.

Committee Authority and Responsibilities with respect to Corporate Governance

Corporate Governance Guidelines: The Committee shall be responsible for the implementation of, and monitoring compliance with, the Company's Corporate Governance Guidelines (the "Guidelines"). The Committee shall review and assess periodically, but at least annually, the adequacy of the Guidelines. The Committee shall make recommendations to the Board regarding any non-compliance with, or amendment or modification of, the Guidelines as the Committee deems appropriate.

Governing Documents: The Committee shall review and assess the adequacy of the Company's Articles of Incorporation and Bylaws (collectively, the "Governing Documents") periodically in order to ensure compliance with any principles of corporate governance developed by the Committee and recommend to the Board any modifications to the Governing Documents the Committee deems appropriate.

Self-Evaluation: The Committee shall conduct an annual self-evaluation of its performance.

Other Responsibilities

In addition to the authorities and responsibilities described above, the Committee may perform such other related functions as it may in its discretion determine to be necessary or appropriate under applicable law, the Company's Governing Documents and the resolutions and directives of the Board of Directors.

Committee Rules of Procedure

Except as expressly provided in the Bylaws of the Company or this Charter, the Committee shall fix its own rules of procedure.

Meetings: The Committee shall meet at least one time per year, or more frequently as circumstances dictate. Special meetings may be convened as the Committee deems necessary or appropriate. Except in extraordinary circumstances as determined by the Chairman of the Committee, notice shall be given to each Committee member at least 48 hours in advance of a scheduled meeting.

Quorum: A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in a meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Voting: The affirmative vote of a majority of the members of the Committee will be required to approve any action of the Committee. Subject to the requirements of any applicable law or regulation, any action required or permitted to be taken at a meeting of the Committee may be

taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee.

Reliance: The Committee shall be entitled to rely in good faith upon information, opinions, reports, statements and other information prepared or presented to it by: (i) the officers and other employees of the Company whom the Committee believes to be reliable and competent in the matters presented; and (ii) counsel, public accountants or other experts as to matters which the Committee believes to be within the professional competence of any such expert.

Other Advisors: The Committee shall have the authority to retain independent counsel and such other advisors and experts as it deems necessary or appropriate to carry out its duties.

Minutes and Reports

Minutes: The Committee shall prepare minutes of each meeting and a copy of such minutes shall be distributed to the Board.

Reports: The Committee shall report regularly to the Board on its activities.

Charter Evaluation

The Committee shall annually review the adequacy of this Charter and, if appropriate, shall recommend to the Board any proposed changes.