FIRST BUSEY CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of First Busey Corporation (the "**Company**") shall (a) identify individuals qualified to become Board members, and recommend that the Board select the director nominees for the next annual meeting of stockholders and (b) develop and recommend to the Board Corporate Governance Guidelines applicable to the Company (the "**Governance Guidelines**"). This Charter is subject to, and supplemented by, the terms and provisions of the Governance Guidelines.

COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than two directors. Each member of the Committee shall satisfy the independence requirements of The Nasdaq Stock Market LLC (or any other exchange or national market on which the Company's common stock is quoted or listed for trading), and any other applicable securities laws or regulations. The Board shall appoint its Chair and the other members of the Committee annually.

COMMITTEE MEETINGS

The Committee shall meet at least once each year and hold such other meetings from time to time as may be called by its Chair, the Chief Executive Officer of the Company or any two members of the Committee at a time, place and manner determined by its Chair.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee shall review the composition of the Board and its committees and make recommendations to the Board from time to time relating to (a) changes that the Committee believes to be desirable to the size of the Board or any committee thereof and (b) the establishment of any new committee of the Board that the Committee believes to be necessary or prudent.

2. The Committee shall develop qualification criteria for Board members, and search for, interview and screen individuals qualified to become Board members for recommendation to the Board and consider stockholders' recommendations for director candidates, all in accordance with all applicable securities and corporate law and the Governance Guidelines.

3. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from external legal, accounting or other advisors.

4. The Committee shall recommend to the Board the membership of the committees of the Board and committee chairs and recommend Board members to fill vacancies on committees as necessary.

5. The Committee shall oversee the evaluation of the performance of incumbent directors and determine whether to recommend them for re-election to the Board.

6. The Committee shall periodically review the Company's policies and programs relating to environmental, social and governance strategies and reporting, and inform the Board of matters of significance.

7. The Committee shall initiate and oversee a periodic evaluation of (a) the quality, sufficiency and timeliness of information furnished by management to the directors in connection with Board and committee meetings and other activities of the directors, (b) the composition, organization (including its committee structure, membership and leadership) and practices of the Board, (c) tenure and other policies related to the directors' service on the Board, and (d) corporate governance matters generally; and recommend action to the Board where appropriate.

8. The Committee shall monitor the orientation and training needs of directors and recommend action to the Board, individual directors and management where appropriate.

9. The Committee shall review periodically with the Company's outside securities counsel, in light of changing conditions, new legislation and other developments, the Company's Code of Ethics, and make recommendations to the Board for such changes to or waivers of the Code of Ethics as the Committee shall deem appropriate. The Committee shall review whether the Company's Code of Ethics has been communicated by the Company to all key employees of the Company with a direction that all such key employees certify that they have read, understand and are not aware of any violations of the Code of Ethics.

10. The Committee shall review and reassess at least annually the adequacy of the Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

11. The Committee shall establish procedures for the Committee to assist the Board in its periodic review of the Board's performance.

12. The Committee shall have such other duties and responsibilities as are set forth in the Governance Guidelines.