

FIRST FOUNDATION INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*” or “*Nominating Committee*”) of the Board of Directors (the “*Board*”) of First Foundation Inc. (the “*Company*”) is to assist the Board in nominating members of the Board and developing and recommending corporate governance principles and policies to the Board. The Committee’s principal functions are to:

- Develop and recommend policies to the Board regarding the director nomination process, including establishing a policy with regard to consideration of director candidates recommended by directors, employees, stockholders and others or to fill director vacancies, in accordance with the Company’s Bylaws;
- Identify and make recommendations to the Board of specific candidates for election as directors;
- Recommend to the Board specific selection qualifications and criteria for Board membership;
- Evaluate the independence of the directors and make recommendations to the Board with respect to the directors to be appointed to serve on each committee of the Board;
- Develop and recommend, for the Board’s approval, corporate governance principles and policies, and codes of conduct for the Company’s executive officers, employees and directors as the Committee determines from time to time to be appropriate, in accordance with applicable laws, rules and regulations; and
- Lead the Board in its annual review of the performance of the Board and its committees, as applicable.

II. Membership

A. Appointment of Committee Members. The Committee shall consist of two or more members of the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board. The Chairman of the Committee also shall be appointed by the Board. Committee members may be removed, without cause, by the affirmative vote of the majority of the Board of Directors at any time. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary or the full Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation). Vacancies occurring on the Committee shall be filled by the Board.

B. Independence Requirements. Each member of the Committee shall (1) be an “independent director” as defined under the listing standards of the NASDAQ Stock Market (“*NASDAQ*”), (2) be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member, and (3) meet any other requirements imposed by applicable laws, rules, regulations or NASDAQ listing standards, subject to any applicable exemptions and transition provisions.

III. Responsibilities and Authority

The following are general guidelines establishing the responsibilities and authority of the Committee. This list is not intended to be exhaustive and, subject to the approval of the Board, the Committee may modify the list as appropriate, establishing policies and procedures as required or recommended to meet its purposes and carry out its principal functions.

A. Nominating Directors

The Committee shall:

1. Develop and recommend policies regarding the director nomination process, including establishing a policy with regard to consideration of director candidates recommended by stockholders.
2. Identify and make recommendations to the Board of specific candidates for election as directors. The Committee will consider nominees recommended by directors, officers, employees, stockholders and others using the same criteria to evaluate all candidates.
3. Recommend to the Board criteria for Board membership, which shall include a description of specific qualifications that the Committee believes should be met by a recommended nominee, whether recommended by the Committee or others as described above, and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company’s directors to possess.
4. Annually assess the adequacy of the criteria for Board membership and submit any proposed changes to the Board for approval.
5. Recommend to the Board the composition of the full Board and its standing committees, including their respective chairs, if applicable.
6. Review the narrative disclosure regarding corporate governance principles and policies adopted by the Board that are required to be included in any Securities and Exchange Commission (the “*SEC*”) filings including, where required, a narrative disclosure regarding the director nomination process.
7. Exercise sole authority to retain and terminate any third party search firm or other advisor, at the Company’s expense, that is used by the Committee to assist it in identifying and evaluating potential director nominees. The Committee shall have the sole authority to approve any such firm’s or advisor’s fees and other terms of that firm’s or advisor’s retention.

8. Consider procedures for the retirement, resignation or replacement of Board members.

B. Corporate Governance

The Committee shall:

1. Review and confirm that the charters for each of the standing committees of the Board comply with the Company's corporate governance principles and policies as approved by the Board and the laws, rules, regulations and NASDAQ listing standards applicable to the Company.

2. Develop and recommend to the Board, for its approval and adoption, a Code of Conduct specifically for the Chief Executive Officer, Chief Financial Officer and other senior financial officers that complies with applicable laws, rules, regulations and NASDAQ listing standards. Review and assess the adequacy of that Code of Conduct at least annually and recommend any proposed changes to the Board for approval.

3. Develop and recommend to the Board, for its approval and adoption, a Code of Business and Ethical Conduct applicable to all Company officers and employees and, subject to certain exceptions, to the Company's directors. Review and assess the adequacy of the Code of Business and Ethical Conduct at least annually and recommend any proposed changes to the Board for approval.

4. The Committee shall annually assess the independence of the Company's existing directors.

5. Review periodically the terms and conditions of the Company's indemnification arrangements and make recommendations to the Board with respect to changes thereto.

6. Review and recommend that the Board consider and approve other governance and compliance policies and documents, including but not limited to an Insider Trading Policy, a Related Party Transaction Policy, a Stockholder Communication Policy and a Regulation FD Policy. Review and assess the adequacy of such policies and documents at least annually and recommend any proposed changes to the Board for approval.

7. Establish and periodically review the Company's succession plans for the Board and senior management positions, including reviewing, from time to time, contingency plans for a successor to assume the position of Chief Executive Officer in the event there is an unexpected cessation of the employment of the Chief Executive Officer with the Company.

8. Evaluate whether any position held or proposed to be held by any new or existing director would create a conflict of interest, or the appearance of such a conflict, with such director's membership on the Company's Board or any committee thereof and recommend to the Board any actions deemed advisable by the Committee to eliminate or protect the Company against the consequences of any such conflict of interest (actual or apparent).

9. Oversee and facilitate the regular education of directors with respect to matters affecting the Company's business and the corporate governance responsibilities of directors in order to provide tools needed for them to meet their obligations as directors of the Company.

C. Annual Review of Charter

The Committee shall review and assess the adequacy of this Charter at least annually and recommend to the Board any amendments or modifications to the Charter that the Committee deems appropriate.

D. Additional Nominating Committee Authority

The Committee is authorized, on behalf of the Board, to do any of the following, as the Committee deems necessary or appropriate in its discretion:

1. Review the Committee's composition and performance on an annual basis.
2. Report annually to the Board with an assessment of the performance of the full Board and each committee thereof.
3. Periodically review, with advice from the Company's legal counsel, and recommend changes to the Company's Certificate of Incorporation and Bylaws (each as amended from time to time) as such changes relate to corporate governance matters.
4. Form and delegate authority to subcommittees consisting of one or more of its members as the Committee deems appropriate to carry out its responsibilities and exercise its powers; provided that the Committee will ultimately be responsible for the decisions made and actions taken by any such subcommittee.
5. Engage such independent legal and other advisors as it deems necessary or advisable to carry out its responsibilities and powers, and determine the compensation or fees payable to such counsel or other advisors.
6. Rely upon advice and information that it receives in its discussions and communications with management and any such advisors as may be consulted by the Committee.
7. Request any officer or employee of the Company, the Company's outside legal counsel or any other advisor retained by the Company to render advice to the Committee, to attend meetings of the Committee or to meet with any members of or other advisors to the Committee.
8. Perform other activities which the Board or Committee deems necessary or appropriate and which are consistent with this Charter, the Company's Certificate of Incorporation, Bylaws and corporate governance policies (each as amended from time to time), and applicable laws, rules, regulations and NASDAQ listing standards as the Board deems necessary or appropriate.

9. Have the authority to direct and supervise any investigation into any matters within the scope of the Committee's responsibilities and, in connection therewith, to have access to Company personnel and documents relevant to any such investigation.

10. Incur such expenses as are necessary or appropriate in carrying out its duties.

11. Perform such other functions as may be requested by the Board from time to time.

12. With respect to any authority or responsibilities granted to the Committee by this Charter, in lieu of making a final determination with respect thereto, make a recommendation to the full Board for its final approval thereof.

IV. Meetings and Minutes

The Committee will meet at least once per year or more frequently, as deemed appropriate by the Committee or its Chairman. The Committee will regularly report to the Board on significant matters related to the Committee's responsibilities and as requested by the Board with respect to other matters. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held telephonically or by video conferencing. The Committee may also act by unanimous written consent in lieu of a meeting, including through electronic communications as permitted under the Company's Bylaws. The Committee will maintain written minutes of its meetings and will make such minutes available to the Board.