

FRONTIER FINANCIAL CORPORATION
NOMINATIONS COMMITTEE CHARTER

The role of the Nominations Committee (the “Committee”) of Frontier Financial Corporation (the “Corporation”) is to recommend to the Board of Directors (the “Board”) the slate of director nominees for election to the Board, to recommend an individual to be appointed Chairman of the Board, and to identify and recommend candidates to be added to the board between annual shareholder meetings as vacancies occur or as otherwise directed by the Board.

MEMBERSHIP

The Committee shall consist of at least three members, each of whom shall be a director of the Company and meet the SEC requirements and the NASDAQ requirements for independence.¹

The Board shall approve and appoint members to the Committee. Each appointed Committee member may be removed by the Board at any time. The Board shall designate the chairperson of the Committee.

RESPONSIBILITIES

The principal responsibilities and functions of the Nominations Committee are to:

- Establish the process and criteria for selecting director candidates and identify qualified director candidates in accordance with such process and criteria. Annually recommend to the Board a list of individuals to stand for election to the Board at the annual meeting and/or special meeting(s) of shareowners.
- Upon direction from the Board, recommend an individual to be appointed Chairman of the Board, and recommend a term for any such appointment.
- Upon direction from the Board, recommend an individual to fill a vacancy that occurs between annual meeting of shareholders
- Review nominees made by security holders representing 5% of the outstanding stock.
- Annually evaluate and recommend to the Board policies for retirement, resignation and retention of directors.
- Review this Charter from time to time for adequacy and recommend changes to the Board.

OPERATIONS

The Committee shall meet in person or telephonically at least once each year and at such other times as the chairperson or a majority of the members request. The chairperson shall set meeting agendas. At all meetings, a majority of the total number of members shall constitute a quorum.

AUTHORITY

The Committee will have full access to the Corporation's executive officers as necessary to carry out its responsibilities. The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate.

This Charter approved by the Board of Directors on February 18, 2004.

This Charter approved by the Board of Directors on June 15, 2005.

This Charter approved by the Board of Directors on October 18, 2006.

This Charter approved by the Board of Directors on May 21, 2008.

ⁱ Under NASDAQ's current rule, an "independent director" means a person other than an officer or employee of the Company or any other individual having a relationship, which, in the opinion of the Board would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The following persons are not considered independent:

- (A) a person who is, or at any time during the past three years was, employed by the Company or by any subsidiary of the Company;
- (B) a person who accepted or who has a family member who accepted any payments from the Company or any subsidiary of the Company in excess of \$60,000 during the current or any of the past three fiscal years, other than the following: (i) compensation for Board or Board committee service; (ii) payments arising solely from investments in the Company's securities; (iii) compensation paid to a family member who is a non-executive employee of the Company or a subsidiary of the Company; or (iv) benefits under a tax qualified retirement plan, or non-discretionary compensation;
- (C) a person who is a family member of an individual who is, or at any time during the past three years was, employed by the Company or by any subsidiary of the Company as an executive officer;
- (D) a person who is, or has a family member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following: (i) payments arising solely from investments in the Company's securities; or (ii) payments under non-discretionary charitable contribution matching programs;
- (E) a person who is, or has a family member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the Company serve on the compensation committee of such other entity; or
- (F) a person who has, or has a family member who is, a current partner of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three years.

For purposes of the above rule, a "family member" means a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home.