

## ***TOMPKINS FINANCIAL CORPORATION***

### ***Nominating and Corporate Governance Committee Charter***

#### ***Membership***

At least three (3) directors as appointed by the Tompkins Financial Corporation (“TMP”) Board (“the Board”). Each shall be “independent” as designated by the Board in accordance with NYSE American listing standards and pertinent law. Each also shall be a “non-employee director” and “outside director” for purposes of satisfying requirements of Rule 16b-3 of the Securities and Exchange Act of 1934 and Section 162(m) of the Internal Revenue Code, respectively.

#### ***Responsibilities***

This committee will assist the Board in governing the Corporation in compliance with all laws and regulations pertaining to corporate governance, including those related to board membership and composition. Specific responsibilities include:

1. To establish procedures for the nomination process and to nominate or recommend to the Board the nomination of qualified candidates for election to the Board. The Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee will also review all director nominations for affiliate boards, which nominations may include those put forth by the affiliate board. The Nominating and Corporate Governance Committee will evaluate all nominations for affiliate board members. If such nomination is approved by the Committee, the nominee would then be brought to the Corporate Board for approval. In the event there is a vacancy on an affiliate Board of Directors, this Committee shall have the authority to fill such vacancy until the next annual meeting of such affiliate.
2. To review and recommend Board practices and policies concerning corporate governance.
3. Review and have oversight of “related party transactions” as required under NYSE American rules between the Corporation and its directors, executive officers and others.
4. To review annually and recommend to the Board concerning which directors qualify as “independent” under the NYSE American corporate governance listing standards.
5. To review and recommend the following policies to the Board:
  - a. Code of Conduct and Ethics for Directors;
  - b. Code of Conduct for the CEO and Senior Financial Officers;
  - c. Code of Conduct and Ethics for Officers and Employees; and
  - d. Board Responsibilities Policy, including Board committee charters.
  - e. Related Party Transactions Policy
6. To review training initiatives for directors.

7. To periodically review the fees being paid to directors and the manner in which those fees shall be paid, and to make recommendations to the Board concerning any adjustments thereto as appropriate.
8. Reviews and approves items recommended for the Proxy Statement.
9. The Committee will review and make recommendations to the Board on committee chair and member assignments.

### Consideration of Nominees

The Committee is responsible for identifying, evaluating and recommending qualified candidates for election to the Board of Directors. The Committee will also evaluate candidates who are identified by shareholders, by other members of the Board of Directors, and occasionally by members of the Company's Senior Leadership Team. To be considered, each candidate must possess the following minimum qualifications and attributes: high personal values, judgment and integrity; an ability to understand the regulatory and policy environment in which the Company conducts its business; a demonstrated, significant engagement in one of the market areas served by the Company, based on one or more of the following within such market area -professional/business relationships, residence, and involvement with civic, cultural or charitable organizations; and experience which demonstrates an ability to deal with the key business, financial and management challenges that face financial service companies.

In identifying potential nominees, the Committee shall also consider whether a particular candidate adds to the overall diversity of the Board. The Committee shall seek nominees with a broad diversity of experience, professions, skills, geographic representation and backgrounds, such that the directors, considered as a group, comprise an array of experience, knowledge and abilities to allow the Board to most effectively carry out its responsibilities.

Shareholders may recommend directors candidates to serve on the Board of Directors by submitting their recommendations to: Chairman, Nominating & Corporate Governance Committee, Tompkins Financial Corporation Board of Directors, P.O. Box 460, Ithaca, New York 14851, no later than December 1<sup>st</sup> of each year for consideration by the Nominating & Corporate Governance Committee. Any recommendations should include the name, address, and supporting information as to why the candidate should be considered by the Committee.

### **Outside Advisors**

The committee shall have the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions.

### **Meetings**

The committee shall meet at least annually, either in person or telephonically, and at such times and places as the committee shall determine. The committee shall make regular reports to the Board on its activities. These reports will generally occur after each committee meeting or at such other times as the committee deems appropriate.