

**META FINANCIAL GROUP, INC.  
NOMINATING COMMITTEE CHARTER**

**Purpose**

The purpose of the committee shall be to assist the board in identifying qualified individuals to become board members and to recommend to the board the director nominees for the next meeting of shareholders.

**Membership**

The nominating committee of the board of directors of Meta Financial Group, Inc. shall consist of a minimum of two directors. Members of the committee shall be appointed and may be removed by the board of directors. All members of the committee shall be independent directors, and shall satisfy the NASDAQ standard for independence.

**Key Responsibilities**

In furtherance of this purpose, the committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the board of directors and to recommend to the board, on an annual basis, director nominees for shareholder approval at the next annual meeting. The committee shall select individuals as director nominees based on the individual's business and professional accomplishment, integrity, demonstrated ability to make independent analytical enquiries, ability to understand the company's business and willingness to devote the necessary time to board duties.
2. To perform such other functions as assigned by law, the Company's Certificate of Incorporation or By-Laws, or the board.

**The Committee Shall Have The Authority:**

- To delegate any of its responsibilities to subcommittees as the committee may deem appropriate in its sole discretion.
- To retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the committee may deem appropriate in its sole discretion. The committee shall have sole authority to approve related fees and retention terms.

The committee shall report its actions and recommendations to the board after each committee meeting. The committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the board for approval.