

**MARLIN BUSINESS SERVICES CORP.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

Purposes

The primary purpose of the Nominating and Governance Committee (the “Committee”) is to (1) identify and recommend individuals to the Board of Directors (the “Board”) of Marlin Business Services Corp. (the "Company") and its committees, (2) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and (3) propose a slate of candidates for election as Directors at each annual meeting. The Committee shall report regularly to the Board.

Membership

The Committee shall be comprised of at least three directors who meet the independence requirements of the Nasdaq Stock Market and the requirements of other applicable laws, rules and regulations. The Committee members and the Committee Chairman shall be appointed annually by the Board. Committee members may be removed by the Board in its discretion.

Meetings

The Committee shall meet as determined in the discretion of the Chairman or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements; provided, however, that the Committee shall meet at least two times annually. Participation in the meetings can be in person or telephonic.

Key Responsibilities & Duties

The following functions shall be the common recurring activities of the Committee in carrying out its duties. These functions are set forth as a guide with the understanding that the Committee may diverge from this guide under appropriate circumstances, as permitted or required by law and the rules of the Nasdaq Stock Market.

- The Committee shall review and periodically make recommendations to the Board concerning the composition, size and structure of the Board and the committees of the Board.
- The Committee shall actively seek to identify individuals qualified to serve on the Board and to recommend that the Board select Director nominees to be considered for election at the Company’s next annual meeting of shareholders or to be appointed by the Board to fill an existing or newly created vacancy on the Board.
- The Committee shall identify qualified members of the Board serve on each Board committee and to serve as chairman thereof and recommend each such member and chairman to the Board.
- The Committee shall review at least annually the charters of the committees of the Board (including its own charter) and, when necessary or appropriate, recommend changes in such charters to the Board.

- The Committee shall develop corporate governance guidelines applicable to the Company and recommend such guidelines or revisions of such guidelines to the Board. The Committee shall review such guidelines at least annually and, when necessary or appropriate, recommend changes to the Board.
- The Committee shall annually assess and report to the Board on the performance and effectiveness of the Board, the Committee, and other committees of the Board, and other issues of corporate governance.
- The Committee shall develop and recommend to the Board criteria to assess the independence of members of the Board.
- The Committee shall review conflicts of interest of Directors, senior executives and consider waivers or other action related there.
- The Committee shall annually review and report to the Board with respect to Director compensation and benefits.
- The Committee shall establish stock ownership guidelines for Directors and monitor compliance therewith.
- The Committee shall recommend to the Board removal of a Director where appropriate.
- The Committee shall annually review its own performance.
- The Committee shall have the ability to retain, at the Company's expense, legal, accounting or other advisers.
- The Committee may, as and when it deems appropriate, designate one or more of its members to perform certain of its duties on behalf of and with the full authority of the Committee, subject to reporting to or ratification by the Committee if the Committee so directs.
- The Committee shall keep such minutes or other records of its meetings and deliberations as it deems appropriate.
- The Committee shall perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deems appropriate.