

CHARTER FOR THE CORPORATE GOVERNANCE COMMITTEE OF FIRST DEFIANCE FINANCIAL CORP.

1. **PURPOSE.** The committee is intended to provide a forum for independent Directors to address issues of corporate governance to ensure that the board is appropriately constituted and conducts its affairs in a manner that will best serve the interests of the Company and its shareholders.
2. **ORGANIZATION.** The committee shall consist of at least three independent Directors. The Chairman shall be appointed by the Committee. The Committee shall meet at least two times each year.
3. **PRINCIPAL RESPONSIBILITIES.** The principal responsibilities of the committee shall be as follows:

General

- a. Periodically review and recommend to the Board any appropriate modifications to the Company's Corporate Governance Policy.
- b. Periodically review documentation for Code of Ethics and Conflict of Interest for Directors and Senior Officers
- c. Periodically review and recommend to the Board any appropriate changes to the process for evaluation of the CEO, Chairman of the Board and Senior management.
- d. Review and oversee the Board's continuing education and self-assessment process on an annual basis.
- e. Evaluate candidates for the position of CEO, Chairman, and Chair of the Executive Committee, as appropriate
- f. In carrying out its duties, the Committee will confer with and solicit the views of the Chairman and CEO.
- g. Oversee and review the Corporation's process of providing information to the Board in a timely manner.

Board Composition and Membership

- a. Establish criteria for the selection of new directors and nominees for vacancies on the Board.
- b. Evaluate the qualifications, skills and other attributes of nominees.
- c. Reassess annually the composition, challenges and needs of the board as a whole, both in connection with recommending candidates for election to the Board and in analyzing the composition of the Board committees. The assessment of the overall composition of the Board considers issues of judgment, diversity in skills, background and experience.
- d. Review the status of a Director for reason of change of employment or other circumstances and make a recommendation regarding his or her suitability for remaining on the Board.
- e. Evaluate the performance of any Director whose term is expiring and whether such Director should be invited to stand for reelection.