

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

LEVEL ONE BANCORP, INC.

I. AUTHORITY AND MEMBERSHIP

The members of the Nominating and Governance Committee (the “Committee”) shall be appointed annually by the Board of Directors (the “Board”) of Level One Bancorp, Inc. (the “Company”). The members of the Committee shall serve until their successors are duly elected and qualified by the Board. The Committee shall be comprised of three or more members, all of whom must qualify as independent directors in accordance with the rules of the Nasdaq Stock Market. No member of the Committee shall be removed except by majority vote of the independent directors then in office, which removal may be with or without cause. The Committee shall meet at least once annually.

The Board will appoint one of the members of the Committee to serve as Committee Chair on the recommendation of the Committee. The Committee has the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to ask the Company to provide the Committee with the support of one or more Company employees to assist it in carrying out its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee. The Committee may request any officer or employee of the Company or the Company’s outside counsel or other advisors to attend a meeting of the Committee or to meet with any members of, or consultant to, the Committee.

II. PURPOSE OF THE COMMITTEE

The Committee’s primary purposes are to:

- maintain a set of corporate governance principles, policies and procedures applicable to review those principles, policies and procedures on an annual basis and recommend to the Board any changes thereto that the Committee deems necessary or appropriate;
- identify individuals believed to be qualified to become members of the Board, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders;
- evaluate Board member and committee member performance;

- review and, if appropriate under the circumstances, approve, any request by a director, executive officer, or senior financial officer to waive a provision of the Company's Code of Business Conduct and Ethics; and
- report to the Board from time to time.

III. RESPONSIBILITIES OF THE COMMITTEE

The Committee's responsibilities are to:

A. Corporate Governance Policies

- Recommend to the Board policies to enhance the Board's effectiveness, including the size and composition of the Board, the frequency, structure of Board meetings and meetings of committees of the Board, and the formation of new Board committees, and recommend membership on Board committees;
- create and review, at least annually, the corporate governance policies of the Company, including corporate governance principles, director and officer conflicts of interest, and ethics policies; and
- consider any other corporate governance issues that arise from time to time, including requests for waivers from conflicts of interest and ethics policies and corporate governance principles, approve related party transactions, and develop appropriate recommendations for the Board.

B. Board Membership

- Investigate and assess the backgrounds and skills required of Board members and those of potential candidates for Board membership;
- nominate candidates to be presented to the shareholders for election or to the Board for appointment to fill vacancies, considering the independence and other qualifications of each candidate and seeking an appropriately diversified Board;
- establish training and orientation programs for all new Board members; and
- establish policies for director terms and retirement.

C. Committee Membership, Committee Chair, Board Chair, Lead Director

- Make recommendations to the Board for appointment of directors to the board of directors (or similar governing body) of each of the Company's subsidiaries;
- make recommendations to the Board for membership on the various Board committees (considering the qualifications for membership on each committee and the extent to which there should be a policy of periodic rotation of directors among the committees);

- recommend committee members as Chairpersons of such Board committees;
- recommend to the Board candidate(s) for the Lead Director, if applicable;
- recommend to the Board a candidate for Chairman of the Board;
- recommend to the Board such changes to the Board's committee structure and committee functions, as it deems advisable;
- review this Charter at least annually and recommend any proposed changes to the Board for approval; and
- form and delegate authority to subcommittees when appropriate.

D. Evaluation of the Board, Committee, and Executive Officers

- Review on at least an annual basis and prepare an assessment of the Board's performance as a whole, each committee's performance as a whole, and each individual director's performance; and
- establish continuing education programs for all Board and committee members.

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- one or more officers or employees of the Company whom the Committee member reasonably believes to be reliable and competent in the matters presented;
- counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; and
- another committee of the Board as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.

Adopted: February 15, 2018