

**ASSOCIATED BANC-CORP
ASSOCIATED BANK, NATIONAL ASSOCIATION
ASSOCIATED TRUST COMPANY, NATIONAL ASSOCIATION**

BOARD OF DIRECTORS

CORPORATE DEVELOPMENT COMMITTEE CHARTER

Purpose

The Corporate Development Committee (“Committee”) is appointed by the Board of Directors (the “Board”) of Associated Banc-Corp (together with its subsidiaries, the “Company”) to facilitate the review and approval of proposals for acquisition or expansionary activities and to review and recommend mergers or proposals for sale by the Company to the Board.

Committee Membership

The members of the Committee shall be appointed by the Board and shall consist of no fewer than three directors, a majority of whom shall be “independent” directors as defined by applicable law, including the rules and regulations of the Securities and Exchange Commission and the rules of The New York Stock Exchange. The Chairman of the Committee shall be appointed from among its members by the Board.

Meetings

The Committee shall meet as often as it determines necessary, but not less frequently than once per year. The Committee may request any officer or employee of the Company or any other person to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. For a portion or all of each of its meetings, the Committee may meet in executive session without any employees of the Company present.

The Committee may conduct its business and affairs at any time or location it deems appropriate. Attendance and participation in a meeting may take place by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Any action to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing and such writing or writings are filed with the minutes of the Committee. All decisions of the Committee shall be determined by an affirmative vote of the majority of members in attendance. A quorum of the Committee shall be established when a majority of the members of the Committee are present.

Authority and Responsibilities

The Committee shall be responsible for facilitating the review and approval of proposals for acquisition or expansionary activities and to review and recommend mergers or proposals for sale by the Company to the Board. The Committee is authorized to engage investment bankers as appropriate. The Committee shall perform any other activities consistent with this Charter, the Company’s Bylaws, and governing law, as the Committee or the Board of Directors deems necessary or appropriate.

All matters requiring approval of the Company's Board of Directors must be made by the full Board, based upon the recommendation of the Committee.

The Committee, along with the Corporate Governance Committee, shall review and assess the adequacy of this Charter at least annually. The Committee Charter shall be submitted to the Board of Directors for approval annually.

Reporting Procedures and Records

The Committee shall maintain minutes of its meetings and make such minutes available to the full Board of Directors. The Committee shall periodically report to the Board of Directors on significant results of its activities. The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such matters as are relevant to the Committee's discharge of its responsibilities, (iii) to obtain necessary ratification or approval of actions taken by the Committee, and (iv) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Committee's Chairperson or any other member of the Committee designated by the Committee to make such report.

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