

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

BOARD OF DIRECTORS

CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in fulfilling its responsibilities to oversee the corporate governance policies and practices of Associated Banc-Corp and its subsidiaries (collectively the “Company”) in order to increase long-term shareholder value through enhancing corporate performance and accountability, while taking into account the interests of other stakeholders.

Committee Membership

The Committee shall consist of no fewer than three members. Each Committee member shall be an “independent” director 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. All Committee members shall have, in the judgment of the Board, the experience, expertise and judgment necessary to evaluate candidates for directors or committee appointments and to advise the Board on matters of corporate governance.

Meetings

The Committee shall meet as often as it determines necessary, but not less frequently than twice 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 shall 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 or, if less than a majority of the members of the Committee are present, by the presence of the Committee Chair and one other Committee member.

Authority and Responsibilities

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including reviewing the compliance of the Committee with this Charter. In

addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate consistent with the governance requirements of the Board.

The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee or officers of the Company, as the Committee determines appropriate in accordance with applicable laws and regulations.

The Committee shall have the following duties and responsibilities:

1. Develop and recommend to the Board a set of corporate governance guidelines concerning the Company's governance structure as well as the number of directors, the number and composition of Board committees, committee responsibilities and director assignments, and committee membership rotation practices. Review and make recommendations to the Board to approve committee charters.
2. Apply applicable criteria to make recommendations to the Board regarding the independence of directors and nominees. Apply applicable independence criteria for committee membership in connection with recommendations to the Board regarding committee assignments and committee membership rotation. Monitor non-Board services provided by directors or their employers and/or affiliated companies to ensure appropriate levels of independence as required by law, regulations, and applicable standards.
3. On an annual basis, conduct a review of the effectiveness of the operation of the Board and Board committees, including solicitation of input from each member of the Board, and report to the Board with an assessment. Regularly review the governance practices of the Company and the Corporate Governance Guidelines of the Board, as well as issues and developments relating to corporate governance, and make recommendations to the Board to improve the effectiveness of the Board and its committees, as appropriate.
4. Establish and articulate qualifications, desired background, and selection criteria for members of the Board in accordance with strategic needs of the Company, relevant law and regulations, and applicable standards. Evaluate the qualifications and performance of incumbent directors, and make recommendations to the Board concerning their election or re-election, in accordance with the criteria set forth in Exhibit A to this Charter or such other criteria as may be approved by the Board from time to time. Oversee the evaluation of management..
5. Make recommendations to the Board concerning all new nominees for Board membership, including persons nominated by shareholders in accordance with the nomination procedures specified in the Company's Bylaws. Periodically review the procedures specified in the Company's Bylaws for shareholder nominations of directors and recommend to the Board for approval any changes that the Committee deems necessary or appropriate. The Committee shall have the sole authority to

hire and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

6. If a vacancy on the Board and/or any Board committee occurs, identify and make recommendations to the Board concerning candidates to fill such vacancy.
7. Review any proposals submitted by shareholders for inclusion in the Company's proxy statement and recommend to the Board any action to be taken in response to such proposals.
8. Consider any offer to resign tendered by a member of the Board and, after considering any factors or other information as the Committee considers appropriate and relevant, recommend to the Board the action to be taken on the tendered resignation.
9. Review and discuss with the Company's General Counsel legal matters that may have a material impact on the Company's corporate governance policies. Obtain advice and assistance from external legal or other advisors as the Committee deems necessary.
10. Periodically make recommendations to the Board on the Company's Directors' and Officers' liability insurance program and associated procedures.
11. Periodically review and make recommendations to the Board regarding director orientation and continuing education.
12. Periodically review and make recommendations to the Board regarding whether management reports given to the Board meet the needs of the Board to fulfill their oversight role.
13. Establish and periodically review policies and principles for Chief Executive Officer selection, as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer.
14. The Chair of the Committee in consultation with the Chairman of the Board shall review and approve the Chief Executive Officer's service on any unaffiliated for-profit company board of directors. The Chief Executive Officer shall review and approve service by other officers of the Company and its subsidiaries on any unaffiliated for-profit company board of directors. A report will be provided annually to the Committee on any unaffiliated for-profit company positions held by Company officers.
15. Periodically review and make recommendations to the Board regarding the Company's Code of Business Conduct and Ethics and any matters arising thereunder.

16. Review and approve any related party transactions in accordance with the Company's Related Party Transactions Policies and Procedures, and review and approve as necessary any disclosures related to any such related party transactions.
17. In connection with a demand made on behalf of the Company relating to a derivative or similar proceeding, the Committee shall determine whether maintenance of a derivative or other proceeding pursuant to such demand is in the best interests of the Company.

The determination of the Committee described above shall be reported to the Board and shall otherwise be in accordance with the applicable requirements of the Wisconsin Business Corporation Law.

For purposes of fulfilling its duties and responsibilities under this Item 17, the Committee may conduct such inquiry into the matter as it deems appropriate, and shall have full access to all of the books, records, facilities and personnel of the Company, including, without limitation, officers, employees and any other persons named in such demand. In addition, the Committee shall have the sole authority to engage such independent legal, financial, accounting and other advisors as it deems necessary or appropriate in connection with discharging its duties under this Item 17 and to approve the fees and other terms of engagement for any such advisors. The fees and expenses of any advisors retained by the Committee shall be paid by the Company.

Exhibit A
Director Nomination/Renomination Criteria

With respect to each person proposed to be nominated, the Committee shall be provided with the following information: (i) the name, age, address (business and residence), principal occupation or employment of such person (present and for the past five (5) years); (ii) the number of shares of the Company such person beneficially owns (as such term is defined by Section 13(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) and any other ownership interest in the shares of the Company, whether economic or otherwise, including derivatives and hedges; and (iii) any other information relating to such person that would be required to be disclosed in a definitive proxy statement to shareholders prepared in connection with an election of directors pursuant to Section 14(a) of the Exchange Act. The Company may require any proposed nominee to furnish additional information as may be reasonably required to determine the qualifications of such person to serve as a director of the Company. No person shall be eligible for election as a director of the Company unless nominated in accordance with the procedures set forth in the Company’s Bylaws.

With each director nomination recommendation, the Committee should consider the mix of director characteristics, experiences, diverse perspectives, and skills that is most appropriate for the Company.

The Board is open to new ideas and willing to critically re-examine the status quo.

Minimally, the Committee’s evaluation of the core competencies of a director nominee should address: accounting or finance experience, market familiarity, business or management experience, industry knowledge, customer-base experience or perspective, crisis response, leadership, and/or strategic planning. Further, in connection with each director nomination recommendation, the Committee should address, at minimum, the level of director attendance, preparedness, participation, and candor.

Nominees should possess the following characteristics:

- Personal integrity — a pledge based on one’s own personal integrity that represents the organization’s commitment to dealing with others in a fair and truthful manner.
- Professional excellence — characteristics and behavior, such as respect for others, fair evaluation, and positive regard, that constitute professional excellence as a model for Board, executives, and associates to follow.
- Accountability and responsibilities — an emphasis on good stewardship, the organization’s responsibilities to its constituents, and their responsibilities to the organization.
- Equal opportunity and diversity — establish the organization’s commitments in hiring and other personnel practices.
- Conflict of interest, personal gain, and expense reporting — all decisions will be in the best interests of the organization. Individual directors should evaluate their conduct and their decisions in light of their impact on the organization vis-a-vis the public and, more precisely, in light of how they might reasonably be perceived by others. These standards are the essence of any code of ethics, and they constitute core

values helping to underscore that the public can place its faith in the organization's basic integrity.

- Fresh intellectual perspectives and ideas.
- Knowledge of the banking and finance industry, competitors, and future trends.

Desired Diversity of Board Member Experience and Competencies:

The Company's best interests are served by maintaining a diverse and active Board membership with members who are willing, able, and well-situated to provide insight into current business conditions, opportunities, and risks. The "outside" perspectives of the members are key factors in the Company's success.

1. The Company's Articles of Incorporation provide that the Board of Directors shall have no fewer than three directors, the exact number of directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the entire Board of Directors then in office. It is the Board's philosophy that boards of directors should not be so large as to be cumbersome, although the Board would be willing to increase its size in order to accommodate an outstanding candidate, to satisfy the staffing needs of its committees, or to facilitate a merger or other acquisition. It is the current feeling of the Board that its membership should be maintained at 10-14 persons.
2. Geographic diversity is desirable and, therefore, membership should consider, in as practical a manner as possible, the markets the Company serves.
3. Industry representation is desirable and, therefore, a mix and balance of manufacturing, service, public, and private companies should be present.
4. Expertise in multi-disciplines is desirable. Therefore, financial/accounting expertise, sales/marketing expertise, mergers and acquisition expertise, regulatory, manufacturing, and production expertise, educational institutions, and public service expertise are all desirable.
5. Experience with technology, including cyber security, digital marketing and social media, is desirable.
6. The Board should consider diversifying its membership racially, ethnically, and through gender representation.
7. A majority of the members of the Board 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.

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