

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE NORTHWEST INDIANA BANCORP AND PEOPLES BANK SB BOARD OF
DIRECTORS**

(Adopted December 22, 2017)

Purpose

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of NorthWest Indiana Bancorp ("NWIN") and Peoples Bank SB ("Peoples Bank;" NWIN and Peoples Bank are collectively referred to herein as the "Company") to: (1) assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the annual meeting of shareholders; (2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) lead the Board in its annual review of the Board's performance; (4) recommend to the Board director nominees for each committee; and (5) oversee any other matters or activities as necessary to ensure appropriate and effective governance of the Company.

Committee Membership

The members of the Committee shall meet the independence requirements of the NASDAQ listing standards. At the discretion of the Committee, the Chairman, the Chief Executive Officer, and/or non-independent directors shall attend meetings in an advisory, non-voting capacity.

The members of the Committee shall be appointed and replaced by the Board in accordance with the Company's Bylaws. The members shall serve for a term of three years or until their successors shall be appointed and qualified. No member of the Committee shall be removed except by majority vote of the full Board. The Board shall have the authority to fill vacancies or add additional members to the Committee.

The Committee members shall elect a chairperson from their members. The chairperson shall be responsible for the leadership of the Committee, including overseeing the agenda, presiding over meetings, and reporting to the Board. If the Committee chairperson is not present at a meeting, the remaining members of the Committee may designate an acting chairperson. The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate.

Committee Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Committee shall meet at least once prior to the time when nominees for the Board are to be determined for inclusion in the proxy statement for the Company's annual meeting of shareholders. The Committee shall keep minutes of its meetings and make regular reports to the Board.

Committee Authority and Responsibilities

The Committee:

- Shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

- Shall annually evaluate the size, composition and needs of the Board, including succession planning needs, and make recommendations to the Board.
- Shall review, evaluate, and recommend to the Board the structure and membership of committees of the Board that will assist the board in carrying out its responsibilities and duties.
- Shall identify individuals qualified to become members of the Board, consistent with the Minimum Criteria set forth herein and any other criteria approved by the Board.
- Shall approve and recommend to the Board the director nominees for each annual meeting of shareholders.
- Shall review and evaluate any resignation request tendered by a director as necessary, and make a recommendation to the Board with respect to such request.
- Shall receive comments from all directors and report annually to the Board with an assessment of the performance of the Board and its committees (self-assessment survey), to be discussed with the Board following the end of each fiscal year. The Committee shall lead the evaluation of Board members by examining such factors as experience, business judgment, integrity, time and commitment, shareholdings, teamwork and independence.
- Shall review and reassess the adequacy of the Company's Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.
- Shall review reports and disclosures of insider and related person transactions in accordance with the Company's policies and procedures, including the Regulation O Policy, the Policy Governing the Trading of NorthWest Indiana Bancorp Stock, and the Policy and Procedures with Respect to Related Person Transactions.
- Shall consider questions of conflicts of interest of Board members and executives of the Company and shall review and revise as necessary a code of conduct for directors, officers and employees of the Company.
- Shall facilitate the participation of all Board members in continuing education programs, at the expense of the Company, that are relevant to the business and affairs of the Company and the fulfillment of the directors' responsibilities as members of the Board.
- Shall perform other duties and responsibilities delegated to the Committee by the Board, consistent with this Charter, the organizational documents of the Company, and applicable rules, regulations and laws.

Criteria for Nomination to the Board of Directors

The Committee shall assess the need for new directors of the Company on an ongoing basis, including identifying succession planning needs and/or any specific needs in terms of industry or professional background, or independence standards for nominees. The Committee shall,

when deemed appropriate, identify possible nominees who meet specified objectives in terms of the composition of the Board, taking into account such factors as areas of expertise and geographic, occupational, gender, race and age diversity. Nominees will be evaluated based on their experience, judgment, integrity, ability to make independent inquiries, and willingness to devote adequate time to Board duties.

Each individual recommended by the Committee to serve on the Board of Directors shall, in the Committee's opinion, satisfy the following criteria (the "Minimum Criteria"), together with such other criteria as shall be established by the Committee:

- such nominee shall satisfy any legal requirements applicable to members of the Board;
- such nominee must not be on the board of any other bank, savings and loan, credit union, or similar entity, or their respective holding company;
- such nominee shall be free from any conflict of interest that would interfere with his or her ability to properly discharge the nominee's duties as a director or would violate any applicable law or regulation;
- such nominee shall have business or professional experience that will enable such nominee to provide useful input to the Board in its deliberations;
- such nominee shall have a willingness and ability to devote the time necessary to carry out the duties and responsibilities of Board membership, taking into account memberships on other boards and other responsibilities and commitments;
- such nominee shall have a desire to ensure that the Company's operations and financial reporting are effected in a transparent manner and in compliance with applicable laws, rules and regulations;
- such nominee shall have a dedication to the representation of the best interests of the Company and its shareholders;
- such nominee shall have a reputation, in one or more of the communities serviced by the Company and its subsidiaries, for honesty and ethical conduct;
- such nominee shall have a working knowledge of the types of responsibilities expected of members of the board of directors of a public corporation and particularly, a bank holding company;
- such nominee shall have experience, such as a member of the board of directors of another public or private entity (including non-profits) or in another capacity, that demonstrates the nominee's capacity to serve in a fiduciary position;
- such nominee shall recognize and fulfill his/her fiduciary responsibility as a representative of the shareholders in the role of director;
- such nominee shall have a working knowledge of the business, economic, social, charitable and professional attributes of the communities serviced by the Company and its subsidiaries;
- such nominee shall have a willingness and ability to meet the stock ownership requirements of a member of the Company's Board; and
- such nominee shall satisfy the qualifications of directors as set forth in the Company's Articles and By-Laws, as amended and restated from time to time.

Process for the Identification, Review and Recommendation of Candidates

The following is the general process that the Committee uses in identifying, reviewing, and recommending candidates for election to the Board of Directors.

Assessment of Needs/Succession Planning. The Committee conducts annual assessments of the overall composition of the Board in light of the Company's current and expected business and succession planning needs and in light of any applicable regulatory or other requirements, including a determination as to whether a majority of the directors are independent under NASDAQ's independence standards. As a result of such assessments, the Committee may establish specific qualifications that it will seek in candidates for the Board. The Committee reports on the results of these assessments to the full Board of Directors.

Identifying and Reviewing New Candidates. In light of such assessments, the Committee may seek to identify new candidates for the Board who possess the specific qualifications established by the Committee. In identifying new director candidates, the Committee may seek advice and names of candidates from Committee members, other members of the Board, members of management, the Company's major stockholders, and other public and private sources. The Committee may also, but need not, retain a search firm in order to assist it in these efforts.

The Committee reviews the potential new director candidates identified through this process. This involves reviewing the candidates' qualifications as compared to the specific criteria established by the Committee (including a legal analysis of the individuals' ability to serve on the Board and its committees and the results of a background check). The Committee may also select certain candidates to be interviewed by one or more Committee members.

Reviewing Incumbent Candidates. On an annual basis, the Committee reviews incumbent candidates for re-nomination to the Board. This review involves an analysis of whether the Directors satisfy applicable regulatory and Company requirements for service on the Board and its committees and an evaluation of the past performance of Directors in light of the criteria set forth herein. Consideration also will be given to the overall composition of the Board in light of the Corporation's current and expected future business and succession planning needs.

Recommending Candidates. On an annual basis, the Committee recommends a slate of candidates for the Board of Directors to submit for approval to the stockholders at the Company's annual stockholders meeting. This slate of candidates may include both incumbent and new Directors. In addition, apart from this annual process, the Committee may, in accordance with the Articles of Incorporation and the By-laws, recommend that the Board elect new members of the Board who will serve until the next annual stockholders meeting.

Director Orientation and Mentoring

The Committee shall have oversight responsibility for the new director orientation and mentoring program and periodically shall review the program to ensure that new Directors have an understanding of the Company and their duties as a director. Consistent with the program, the Committee shall solicit a volunteer from amongst the more senior level Directors of the Board to act as a mentor to each new Director.

Limitation

Nothing in this charter is intended to alter in any way the standard of conduct that applies to any of the directors under applicable law, including without limitation Indiana Code § 23-1-35 and Indiana Code § 28-13-11, as applicable and as amended. This charter does not impose, nor shall it be interpreted to impose, any duty on any director greater than, or in addition to, the duties or standard of conduct established by such law or provisions.