

UMB FINANCIAL CORPORATION

CHARTER OF THE CORPORATE GOVERNANCE & NOMINATING COMMITTEE

(As last modified on January 23, 2018)

I. Purpose

The primary role of the Corporate Governance & Nominating Committee (the “**Committee**”) is to assist the Board of Directors of the Company (the “**Board**”) in establishing appropriate procedures to enable the Company to be governed in a manner consistent with the interests of the shareholders of the Company and with all applicable requirements arising under law, regulations and rules (the “**Applicable Law**”) of all applicable jurisdictions and regulatory bodies (including The NASDAQ Stock Market (“**NASDAQ**”), the Securities and Exchange Commission, and other self regulatory organizations), as well as the Company’s Articles of Incorporation, Bylaws, and other organizational documents.

II. Committee Membership and Qualification

The Committee shall consist of such number of directors as the Board may from time to time appoint (but not less than three (3)), all of whom shall qualify as “Independent Directors” under Applicable Law and the rules of NASDAQ. Each Committee member shall also, in the judgment of the Board from time to time, be free of any conflict or relationship that would interfere with the exercise of his/her independent judgment or in performing his/her duties as an Independent Director and as a member of the Committee. The members shall be appointed by a resolution of the Board, each to serve for a term of one (1) year, and thereafter until his/her successor shall be duly appointed or until such member’s earlier resignation or removal. The Board may remove any member at any time, with or without cause. If a Committee chairperson is not elected or appointed by the Board, the Committee members may designate a chairperson.

III. Meetings and Other Actions

The Committee shall ordinarily meet at least twice a year and at such additional times as may be necessary to carry out its responsibilities. Meetings may be called by any member of the Committee or the Chairman of the Board. Except as otherwise provided in this Charter, all meetings of, and other actions by, the Committee shall be held or otherwise taken pursuant to the Company’s Bylaws. Members of the Committee may attend and participate through a telephonic or video conference call. The Committee may, at its discretion and at the invitation of the Chairperson, include in all or any portion of any of its meetings, one or more members of the Company’s management or other third parties whose presence the Committee believes to be necessary or appropriate; any such persons shall not participate in any discussions or deliberations unless expressly requested to do so by the Committee, and in no event shall they be entitled to vote or comment on any actual or proposed vote. Notice of a meeting of the Committee may be waived, and the action of a majority of the members of the Committee at a meeting at which a quorum is present, or in the form of a unanimous written consent of all Committee members, shall constitute the act of the Committee.

Unless prohibited by any regulatory requirement, the Committee may delegate any of its authority to any subcommittee when appropriate and in the best interests of the Company. The Committee shall promptly report its actions and any recommendations to the Board after each Committee meeting. Such report generally will be given at the Board meeting following a Committee meeting. In addition, the Committee chairperson or his or her delegate shall be available to answer any questions the other Directors may have regarding the matters considered and actions taken by the Committee.

IV. Responsibilities and Authority

The Committee shall have the following responsibilities and authority:

1. To establish the qualifications, qualities, skills, and other expertise required to be a director of the Company (the “**Director Criteria**”).
2. To review and recommend to the Board, at least annually, the desired size, characteristics and composition of the Board and to recommend (where appropriate) changes in the composition of the members of the Board so as to more accurately reflect the skills, expertise and diversity required by the Company.
3. To identify and screen candidates for Board membership consistent with the Director Criteria. The Committee shall consider director candidates recommended by the Company’s shareholders pursuant to the procedures described in the Company’s proxy statement. The Company shall also consider any nominations of director candidates made by shareholders in accordance with Applicable Law and the provisions of the Company’s charter documents.
4. To, at least annually, review the independence of all directors and director candidates under Applicable Law, standards established by NASDAQ, and any additional criteria established by the Board.
5. To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the approval of candidates to fill such vacancy.
6. To review the Board’s committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairpersons annually. In making the committee appointments, the Committee will consider the eligibility of each director to serve as a member or expert of each committee as required by Applicable Law, standards established by NASDAQ, and any additional criteria established by the Board.
7. To recommend from time to time, changes in committee responsibilities and charters, all to increase the effectiveness of the Board and its committees, and to assure that they are operated consistent with the requirements of Applicable Law.

8. To develop a process to annually evaluate the performance and effectiveness of the Board and its committees and to oversee this annual evaluation.
9. To oversee the Company's governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its Articles of Incorporation and Bylaws.
10. To develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company, to review these guidelines at least once a year and recommend changes to the Board.
11. To review and recommend to the Board any changes to the Company's Code of Ethics and to review and address violations of the same or any applicable Codes of Conduct by members of the Board, the CEO, and other executive officers, where referred to it by management or the Board, and to review and make recommendations to the Board with respect thereto.
12. To accept, on behalf of the Board, communications to the Board from shareholders, which communications may be submitted by mail addressed to the Committee Chairperson and sent in care of the Company's Corporate Secretary for forwarding to the Board.
13. To review and make recommendations to the Board regarding the Company's response to shareholder proposals for inclusion in the Company's annual proxy statement.
14. To monitor and oversee the orientation program for new directors and the continuing education of current directors.
15. To report regularly to the Board (i) following meetings of the Committee, (ii) with respect to matters that are relevant to the Committee's discharge of its duties, and (iii) 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 chairperson or any other member of the Committee designated by the Committee to make such report.
16. To maintain minutes and other records of meetings and activities of the Committee, as appropriate under Applicable Law.
17. To review the adequacy and appropriateness of this Charter on at least an annual basis, monitor and review the overall corporate governance of the Company, and consider any specific corporate governance matters that may be referred to it by the Board from time to time, and undertake such additional activities within the scope of its primary functions as the Committee may from time to time determine.

V. Additional Resources

The Committee shall have authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and

responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have access to the Company's internal accountants, counsel, and other internal staff as needed. The Committee shall also have the authority, to retain and obtain the advice and assistance of outside counsel, an executive search firm, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter.