

**FOCUS FINANCIAL PARTNERS INC.  
CHARTER OF THE NOMINATING AND GOVERNANCE  
COMMITTEE OF THE BOARD OF DIRECTORS**

**Establishment and Purposes**

The Board of Directors (the “*Board*”) of Focus Financial Partners Inc. (the “*Company*”) has established the Nominating and Governance Committee (the “*Committee*”) with the authority, responsibility and specific duties as described in this charter (this “*Charter*”). The Committee’s primary purposes are to:

- assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of stockholders;
- recommend to the Board the Corporate Governance Guidelines applicable to the Company;
- lead the Board in its annual review of the Board and each Board committee’s performance;
- recommend to the Board director nominees for each committee; and
- oversee the Company’s Related Party Transaction Policy.

**Membership**

The Committee shall consist of a minimum of three directors. Members of the Committee shall be appointed by the Board upon the recommendation of the then serving members of the Committee, and may be removed by the Board in its discretion, with consideration given in each case to the obligations of the Company set forth in any nomination agreements between the Company and any significant shareholders that may be in effect from time to time. The Board will appoint one of the members of the Committee to serve as Chairman.

Members of the Committee shall be independent directors under the NASDAQ Stock Market LLC’s listing requirements.

**Administration**

Any member of the Committee may call a meeting of the Committee. Except as otherwise provided by resolution of the Board or the Committee, the presence in person or by telephone of a majority of the Committee’s members shall constitute a quorum for any meeting of the Committee. The Committee shall meet as often as it determines necessary to carry out its responsibilities. The Committee may delegate to its Chairman or other members such powers and authority as the Committee deems to be appropriate, except such powers and authority required by law to be exercised by the whole Committee. The Committee may also form and delegate authority and duties to subcommittees as it deems appropriate; provided that any subcommittee

shall include those members of the Committee serving pursuant to nomination agreements between the Company and any significant shareholders that may be in effect from time to time.

The Committee shall have the sole authority to retain and terminate any search firms, consultants, legal counsel and other advisers to assist the Committee in fulfilling its duties and responsibilities and shall have sole authority to approve the fees and the other terms and conditions of any such retention.

### **Duties and Responsibilities**

In furtherance of the purposes of the Committee, and with consideration given to the obligations of the Company set forth in any nomination agreements between the Company and any significant shareholders that may be in effect from time to time, the Committee shall:

- Actively seek individuals qualified to become board members for recommendation to the Board;
- Consider persons suggested by stockholders and may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates. In addition, the Committee shall review the suitability as a director of each Board member when his or her term expires and when he or she has a change in status;
- Annually review the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of experience and skills required for the Board as a whole;
- Make recommendations regarding the size and composition of each Board committee;
- Receive comments from all directors and members of committees of the Board and report annually to the Board with an assessment of the Board's and each Board committee's performance;
- Review and reassess the adequacy of the Corporate Governance Guidelines of the Company annually and recommend any proposed changes to the Board for approval and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board; and
- Review and approve transactions in accordance with the Company's Related Party Transaction Policy.

### **Governance**

In furtherance of the purposes of the Committee, the Committee shall:

- Make regular reports to the Board and maintain minutes of its meetings and records relating to those meetings and the Committee's activities;

- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and
- Annually review its own performance.

### **Limitation of Committee's Role**

Other than specific approvals required by the Committee as contemplated herein, the Committee's job is one of oversight as set forth in this Charter. In fulfilling its oversight role, the Committee members shall be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any of the Company's officers or employees, or committees of the Board, or by any other person as to matters the members reasonably believe are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

**Adopted: July 25, 2018**