

TGR FINANCIAL, INC.

NOMINATIONS COMMITTEE CHARTER

Purpose

The Nominations Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of TGR Financial, Inc. (the “**Company**”): (i) to identify, on an annual basis, individuals qualified to become Board members, and to nominate the director nominees for the next meeting of shareholders at which directors are to be elected in accordance with the Company’s Stockholder Agreement; (ii) in the event of any vacancy on the Board, identify individuals qualified to become Board members, and to nominate qualified individuals to fill any such vacancy and call a special meeting of the shareholders to approve such nominee as soon as practicable for the purpose of electing such nominee; and (iii) to recommend to the Board, on an annual basis, director nominees for each Board committee.

Committee Membership

The Committee shall consist of five (5) members, three (3) of whom shall be independent or outside directors (none of which independent or outside directors shall be an officer or salaried employee of: (i) the Company, (ii) First Florida Integrity Bank (a wholly owned subsidiary of the Company, the “**Bank**”), (iii) any subsidiary of the Company or the Bank, or (iv) any Investor (as such term is defined in the Investment Agreement (the “**Investment Agreement**”) dated April 15, 2011, by and among the Bank and the investors referred to therein)), one (1) of whom shall be an Investor Director (as such term is defined in the Investment Agreement), and one (1) of whom shall be the Chief Executive Officer of the Company. One of the independent or outside directors shall serve as chairperson of the Committee.

Operations

The Committee shall meet at least one (1) time annually. Additional meetings may occur as the Committee deems advisable. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Authority

With the exception of its duties to nominate director nominees as set forth in the Stockholder’s Agreement, the Committee will not have the authority to make decisions on behalf of the Board with respect to policy or managerial matters, but will make recommendations to the Board consistent with the duties given to it. All final reports of the Committee will be subject to Board review and approval.

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms, at the Company's expense.

The Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Company or the Bank, or their subsidiaries, whom such member believes to be reliable and competent in the matters presented, and (ii) counsel, public accountants or other persons as to matters which the member believes to be within the professional competence of such person.

Committee Responsibilities

The Committee shall have the responsibility to develop and recommend criteria for the selection of new directors to the Board. The Committee shall have the power to apply such criteria in connection with the identification of individuals to be Board members, as well as to apply the standards imposed by all applicable federal laws and the underlying purpose and intent thereof in connection with such identification process.

When vacancies occur on the Board or otherwise at the direction of the Board, the Committee shall actively seek individuals whom the Committee determines meet such criteria and standards for director nominations.

The Committee shall nominate, on an annual basis, nominees for election as directors for the next annual meeting of shareholders.

The Committee shall make other reports to the Board when the Committee deems it appropriate or upon request of the Board.