

AUBURN BANCORP, INC.

Nominating and Corporate Governance

Committee Charter

I. GENERAL STATEMENT OF PURPOSE

The Nominating and Corporate Governance Committee (the “Nominating Committee”) has been established by the Board of Directors of Auburn Bancorp, Inc. (the “Company”) for the purpose of identifying individuals qualified to become members of the Board of Directors of the Company (the “Board”), consistent with the Company’s Articles of Organization and By-laws and criteria approved by the Board, and recommending that the Board select the director nominees for election at each annual meeting of stockholders. The Nominating Committee is also responsible for developing and recommending to the Board good corporate governance practices.

II. NOMINATING COMMITTEE COMPOSITION

The number of individuals serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence requirements established by the Securities and Exchange Commission and the Nasdaq Stock Market Rules.

The members of the Nominating Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Nominating Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Nominating Committee to serve as Chairman of the Nominating Committee.

III. MEETINGS

The Nominating Committee shall meet at least one time per year and as often as necessary to carry out its responsibilities.

IV. RESPONSIBILITIES OF THE NOMINATING COMMITTEE

The Nominating Committee’s purpose and responsibilities shall be to:

A. REVIEW OF CHARTER

- Review and reassess the adequacy of this Charter periodically and submit any proposed changes to the Board for approval.

B. EVALUATION OF THE BOARD

- Oversee annual evaluations of the Board and its committees for the prior fiscal year.

C. SIZE AND COMPOSITION OF BOARD AND COMMITTEES

- Make recommendations to the Board concerning the size and composition of the Board and criteria for Board membership and make recommendations to the Board with respect to all nominees for election to the Board.
- Make recommendations to the Board regarding the appointment of directors to committees of the Board, including appointment as Chairpersons of committees.

- Establish policies and procedures with regard to the consideration of director candidates recommended by stockholders. The current policy is that the Nominating Committee will review, consider and evaluate any director candidate who has been recommended by stockholders in compliance with the procedures set forth below:
 - All stockholder recommendations for director candidates must be submitted to the Corporate Secretary at 256 Court Street, P.O. Box 3157, Auburn, Maine 04212, who will forward all recommendations to the Nominating Committee.
 - All stockholder recommendations for director candidates must be submitted to the Company not less than 120 calendar days before that date which is one year after the mailing date of the Company's proxy statement for its immediately preceding annual meeting.
 - All stockholder recommendations for director candidates must include the following information:
 - The name and address of record of the security holder and the class and number of shares of stock of the Company beneficially owned by such stockholder.
 - Name of the candidate and all information relating to the director candidate that is required to be disclosed in solicitations of proxies for election of directors under the federal proxy rules.
 - The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company's annual meeting of stockholders and (ii) to serve as a director if elected at such annual meeting.
- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by stockholders. The current process for identifying and evaluating nominees for the Board is as follows:
 - The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.
 - The Nominating Committee will review and evaluate the qualifications of any such proposed director candidate and conduct inquiries it deems appropriate.
 - The Nominating Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.
 - In identifying and evaluating proposed director candidates, the Nominating Committee may consider, in addition to the minimum qualifications and other criteria for Board membership set forth in the Company's By-laws or approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence, his or her familiarity with the geographic and product markets in which the Company does business, and the needs of the Board. Director nominees shall have the highest personal and professional integrity,

shall have demonstrated exceptional ability and judgment, and a willingness to represent all of the stockholders of the Company.

D. CORPORATE GOVERNANCE GUIDELINES

- Monitor issues and developments related to matters of corporate governance and, where appropriate, make recommendations to the Board concerning changes in governance practices.
- Develop and recommend to the Board corporate governance principles applicable to the Company, and review the adequacy of the corporate governance principles periodically and recommend proposed changes, if any, to the Board for approval.

V. GENERAL

The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.

In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult. The Nominating Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Nominating Committee or meet with any members of or advisors to the Nominating Committee. The Nominating Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

The Nominating Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: October 21, 2008