

## **BANKUNITED, INC.**

### **AMENDED AND RESTATED CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS ADOPTED AS OF JUNE 20, 2013**

#### **Purpose**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of BankUnited, Inc. (the “Company”) is responsible for overseeing the Company’s compensation and employee benefit plans, policies and programs. The Committee is further responsible for determining the compensation of the Chief Executive Officer (the “CEO”) and approving other executive officers’ compensation, as set forth below.

#### **Membership**

The Committee shall consist of three or more directors as determined by the Board. Each member of the Committee shall meet the independence and other requirements established by the Board and pursuant to applicable laws and regulations and the New York Stock Exchange (the “NYSE”) listing requirements. Each Committee member shall also qualify as an “outside director” under Section 162(m) of the Internal Revenue Code of 1986, as amended, and as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.

The Committee members and the Committee Chair shall be appointed and may be removed by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Board shall appoint Committee members annually, or more frequently in the case of vacancies, and the members shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

#### **Meetings**

The Committee shall meet as often as necessary to carry out its responsibilities. Meetings of the Committee may be called by the Committee Chair or by any member of the Committee. The Committee is governed by the same rules regarding meetings, actions without meetings, notice, waiver of notice, quorum and voting requirements as applicable to the Board under the Company's By-Laws. The Committee shall keep regular minutes of its proceedings.

#### **Committee Authority and Responsibilities**

The Committee shall have the duties, responsibilities and authority to:

- Annually review and approve the annual compensation, including salary, bonus incentive and other compensation of the CEO; review and determine corporate goals and objectives relevant to compensation of CEO taking into consideration the performance of the Company, any applicable requirements of the NYSE and other legal or regulatory requirements and any other factors the Committee deems

appropriate; evaluate the CEO's performance in light of these goals and objectives, and determine and approve the CEO's compensation based on this evaluation.

- Annually review and approve the amounts and terms of base salary, incentive compensation and all other compensation for the Company's non-CEO executive officers. In determining compensation, factors which the Committee considers, may include, among other factors, the following: overall performance of the Company and the executive in the fiscal year, income and earnings per share, non-interest revenue and income, various expense control criteria, deposit growth, loan production, customer satisfaction, customer retention sales and referral revenues and development and expansion of the Company's product lines, market areas and strategies.
- Review executive officer compensation in reference to Section 162(m) of the Internal Revenue Code, as it may be amended from time to time, and any other applicable laws, rules and regulations.
- Annually review employee compensation strategies, benefits and equity programs.
- Establish a compensation philosophy for the Company with regard to salaries and other compensation of executive officers which takes into consideration business and financial objectives, compensation provided by comparable companies and/or such other information as may be deemed appropriate.
- Periodically review and make recommendations to the Board as to the form and amount of compensation for directors (including retainer, committee and committee chair fees, stock options and other similar items, as appropriate).
- Review and make recommendations to the Board with respect to incentive based compensation plans and equity based plans, establish criteria for the terms of awards granted to participants under such plans, grant awards in accordance with such criteria and exercise all authority granted to the Committee under such plans.
- Conduct a review of the Committee's performance no less frequently than annually, periodically assess this Charter and recommend changes to the Board as needed.
- Review and discuss with senior management the Compensation Discussion and Analysis section of the Company's annual proxy statement, and make its recommendations with respect to the disclosure included in the final proxy statement.
- Prepare the Compensation Committee Report required by the rules and regulations of the SEC to be included in the Company's annual proxy statement.
- Review the Company's compensation practices to ensure that they do not encourage excessive risk-taking and take action as it deems necessary to limit risks after such review.

- Obtain advice and assistance, as needed, from accounting, search firms or other advisors, including the retention, termination and negotiation of terms and conditions of the assignment.
- The Committee shall have sole authority to approve related fees and retention.
- Perform any other activities consistent with this Charter, the Company's By-Laws and governing law as the Committee or the Board deem appropriate.

The Committee Chair shall report its findings on any of the abovementioned tasks and activities to the Board on a regular basis.

#### **Use of Consultants, Counsel and Advisers**

The Committee may, in its sole discretion, retain or obtain the advice and assistance of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Company.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration the following factors:

- (a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (c) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (e) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other

adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.