

BNCCORP, INC BOARD OF DIRECTORS POLICY
ON
MAJORITY VOTING IN UNCONTESTED ELECTIONS OF DIRECTORS

In an uncontested election of directors, any nominee who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Majority Withheld Vote”) will, within 10 business days following the certification of the shareholder vote, tender his or her written resignation to the Board for consideration by the Nominating and Governance Committee. As used in this policy, an “uncontested election of directors” is an election in which the only nominees are persons nominated by the Board of Directors (the “Board”).

The Nominating and Governance Committee of the Board will consider such tendered resignation taking into account any factors or other information it considers appropriate and relevant, including the circumstances that led to the Majority Withheld Vote, if known and, within 60 days following the date of the shareholders’ meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of such resignation.

The Board will take formal action on the Nominating and Governance Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting at which the election occurred. In considering the Nominating and Governance Committee’s recommendation, the Board will consider the information, factors and alternatives considered by the Nominating and Governance Committee and such additional factors, information and alternatives as the Board deems relevant.

Following the Board’s decision on the Nominating and Governance Committee’s recommendation, the Company, within four business days after such decision is made, will publicly disclose the Board’s decision, and, if applicable, the Board’s reasons for rejecting the tendered resignation.

No director who, in accordance with this policy, is required to tender his or her resignation, shall participate in the Nominating and Governance Committee’s deliberations or recommendation, or in the Board’s deliberations or determination, with respect to accepting or rejecting his or her resignation as a director.

If a majority of the members of the Nominating and Governance Committee received a Majority Withheld Vote, then the independent directors then serving on the Board who did not receive a Majority Withheld Vote will appoint an ad hoc Board committee from amongst themselves (the “Ad Hoc Committee”), consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Nominating and Governance Committee and perform the Nominating and Governance Committee’s duties for purposes of this Section.

Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three directors would be eligible to serve on it, then the entire Board (other than the director whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Nominating and Governance Committee and without the creation of an Ad Hoc Committee.

A director whose resignation is accepted by the Board after a Majority Withheld Vote shall not be reappointed to the Board to fill the vacancy created by his or her resignation.

This majority voting policy, as it may from time to time be amended, will be summarized or included in the Company's proxy statement for each meeting of shareholders (annual or special) at which directors are to be elected.