

SKY FINANCIAL GROUP, INC.

AUDIT COMMITTEE CHARTER

Statement of Purpose

The Audit Committee shall assist the Sky Financial Group, Inc. (the “Company”) Board of Directors in fulfilling its oversight responsibility to the Company’s current and potential shareholders and the investment community relating to: the accounting and financial reporting practices of the Company; the retention of a qualified and independent registered public accounting firm; the independent audit of the Company’s financial statements; the reliability and integrity of the accounting policies and financial reporting and disclosure practices of the Company; management’s establishment and maintaining of processes to assure that an adequate system of internal control is functioning within the Company; and compliance with applicable laws, regulations, and Company policies. This Charter shall be reviewed and approved annually by the Audit Committee.

Composition and Membership

The Audit Committee shall be comprised of at least three (3) Directors. Each member of the Committee shall be (i) “independent” under the applicable requirements of the National Association of Securities Dealers, as interpreted by the Board of Directors of the Company, (ii) “independent” as defined under Rule 10A-3 of the Securities Exchange Act of 1934, and (iii) a “non-employee” director as defined under Section 16b-3 under the Securities Exchange Act of 1934. It shall be the responsibility of the Company’s Board of Directors to determine, in its judgment, whether a member is independent of management and free from any relationship or service to the Company that might interfere with their exercise of independent judgment in carrying out their responsibilities as a Committee member.

It shall be the responsibility of each Director to immediately disclose to the Audit Committee Chairman any relationship that, either in fact or in appearance, might impact the independent judgment of the Director in their service as a member of the Audit Committee.

Notwithstanding the above independence requirements, one Director who is not a current employee or an immediate family member of an employee may be appointed to the Audit Committee if the Board, under exceptional and limited circumstances, determines that membership on the Committee by the Director is in the best interests of the Company and its shareholders. If such a Director is appointed to the Audit Committee, the Company shall disclose the nature of the Director’s relationship and the reasons for the Board’s determination in the next annual proxy statement subsequent to such determination.

Each member of the Audit Committee must also be financially literate, defined as the ability to read and understand fundamental financial statements, including a Company’s balance sheet, income statement and cash flow statement. Additionally, at least one Audit Committee member shall have past employment experience in finance or accounting, requisite professional certification in

accounting, or any other comparable experience or background that results in the individual's financial sophistication. Exceptions to the foregoing shall be made only with the consent of the Board of Directors and in conformity with the applicable requirements of the National Association of Securities Dealers.

Appointments to the Committee shall be made by the Board, at the joint recommendation of the Chairman and the Lead Director of the Board and shall conform to the Company's Code of Regulations and all applicable legal and regulatory criteria, as appropriate under the circumstances. Members shall be appointed annually for a term of one (1) year. The Chairman of the Committee will be chosen by the Board, at the joint recommendation of the Chairman and Lead Director of the Board. The Chairman shall preside over the meetings of the Committee and may call special meetings, in addition to those regularly scheduled, and will report to the Board the actions and recommendations of the Committee.

The Committee may have in attendance such representatives of Company management, Internal Audit, the independent auditor, or others as it may deem necessary to provide the necessary information to carry out its duties.

Responsibilities and Authorized Actions

In fulfilling its responsibilities, the Audit Committee shall be responsible for and authorized to carry out the following functions:

Independent Audit

- Retain, compensate and oversee any registered public accounting firm engaged for the Company for the purpose of preparing or issuing an audit report or performing any other audit, review or attestation service for the Company. Although Company management will be involved in the selection process, the Audit Committee shall have the ultimate authority and responsibility to select, evaluate, and, where appropriate, replace the independent auditor.
- Confirm and assure the independence of the independent auditor and the objectivity of Internal Audit and assist in preserving their independence, including the review of a formal written statement from the independent auditor delineating all relationships and compensation between the Company and the independent auditor, consistent with Standards issued by the Independence Standards Board. Any disclosed relationships or services that may impact the objectivity and independence of the auditor shall be acted upon by the Audit Committee or the Board to ensure the auditor's continuing independence.
- Prior to commencement of each annual audit of the Company, meet and review with the independent auditor the scope of their audit procedures to be provided to the Company or its subsidiaries. Consider the need for expansion of the audit into areas of particular concern to the Directors.
- Concurrent with the completion of each annual audit, meet and review with the independent auditor and management the results of the audit and the form and content of the published annual

financial statements.

- Resolve any disagreements between Company management and the independent auditor regarding financial reporting.
- Establish procedures for the pre-approval of all non-audit services provided by the Company's independent auditors.

Internal Audit

- Establish the duties and responsibilities of Internal Audit.
- Review and concur in the appointment, replacement, reassignment, or dismissal of the Internal Audit Director or Internal Audit Liason, or any vendor(s) providing internal audit or consulting services, as the case may be.
- Approve the risk assessment methodology and scope of the annual Internal Audit plan of the Company for the ensuing year and concur with significant changes in planned activities. Consider the need for expansion of audits into areas of particular concern to the Directors.
- Periodically review the adequacy of Internal Audit resources and the competency/ qualifications of individuals assigned to the function, or alternatively, the competency/qualifications of the Internal Audit vendor.
- Ascertain that a coordinated audit effort exists between the independent auditor and the Internal Audit function for the annual audit of the Company in order to assure completeness of coverage, reduction of redundant efforts, and effective use of audit resources. Provide an open avenue of communication between the independent auditor, Internal Audit, and the Board in order to maintain their independence from management of the Company and assist them in performing their respective functions.
- Resolve any disagreements between Company management and the internal audit function or vendor regarding internal audit findings.

Financial Reporting and Internal Controls

- Cause the independent auditor to conduct an interim financial review in accordance with the Company's due diligence process for the certification of SEC filings, as specified in Appendix A to the Company's Accounting Policy, and to discuss with the Company's Audit Committee Chairman, the Internal Audit Director or Liason, and management any matters relating to significant adjustments, management judgments and accounting estimates, significant new accounting policies and disagreements with management.
- Cause suitable examination(s) in accordance with 12 CFR 9 to be completed at any Company subsidiaries (or departments of subsidiaries) which provide fiduciary services. Such examinations shall be performed either in conjunction with a risk-based, continuous trust audit

program or at least once each calendar year.

- Review the audit and management internal control reports rendered by the independent auditor and Internal Audit with particular concern for any qualifications or significant findings noted in their reports. Ascertain that Company management has replied to issues raised in such reports and obtain satisfaction that corrective action is taken when deemed necessary. Ascertain that Internal Audit follows up to determine that corrective action was taken and is achieving the desired results.
- Through periodic meetings with the independent auditor, Internal Audit, regulators, and appropriate company management:
 - Determine the adequacy and effectiveness of accounting and financial controls within the Company and elicit any recommendations for any areas in which new or more detailed control procedures are desirable. Particular emphasis should be given to reviewing the adequacy of such controls in the areas of ethical conduct and conflicts of interest, regulatory requirements, and financial reporting procedures.
 - Review the potential impact of recent and prospective pronouncements and developments in accounting and regulatory matters on the Company's financial statements and accounting policies.
 - Discuss with the independent auditor their judgments about the quality of the Company's accounting principles as applied in its financial reporting, including matters relating to the consistency of application of the Company's accounting policies and the clarity, consistency, and completeness of the accounting information contained in the financial statements and related disclosures.
 - Inquire as to any difficulties encountered in the course of audit work, including any restrictions on the scope of activities or access to required information.
 - Inquire as to significant risks or potential exposures and assess the steps management has taken to monitor such risk to the Company.

Other

- Meet with the independent auditor, the Internal Audit vendor, the Director or Liason of Internal Audit, and/or management in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately with the Audit Committee.
- Review and approve any related party transactions, as defined within SEC Regulation S-K Items 404(a) and 404(b), and potential conflicts of interest as arising within the context of the Company's Ethics Policy. These matters may be brought to the attention of the Committee by the Company's General Counsel.
- Conduct or authorize investigations and inquiries into any matters within the Committee's scope

of responsibilities. The Committee shall be empowered to retain its own independent counsel, accountants, or other consultants to assist in the conduct of any investigation or to perform other special assignments on behalf of the Committee. The Company shall provide the Committee with the appropriate funding, as determined by the Committee, for the compensation of any such advisers employed by the Committee and for such ordinary administrative expenses that are necessary or appropriate in carrying out the duties of the Committee.

- Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concern regarding questionable accounting or auditing matters.
- Do such other things and take such other actions as, in the judgment of the Committee, are necessary or prudent to fulfill the responsibilities of the Committee.

Meetings

The Audit Committee shall meet as frequently as the Committee shall deem necessary, but no less than four (4) times per year. Special meetings may be called by the Committee Chairman as deemed necessary. The operation of the Committee, including matters with respect to written actions without a meeting, waiver of notice, quorums and voting requirements, shall be governed by the Company's Code of Regulations and Bylaws.

Reporting to Board of Directors

The Committee shall report as to its activities to the Board of Directors and, where appropriate, its recommendations for action by the Board at their next meeting subsequent to that of the Committee. Certain action by the Committee may be similarly reported to the Board of Directors for approval or ratification.

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