

**CHARTER  
OF THE COMPENSATION COMMITTEE  
OF THE  
BOARD OF DIRECTORS OF BB&T CORPORATION**

Purpose

The Compensation Committee is appointed by the Board to oversee and review the compensation and benefit plans of the Corporation consistent with the Corporation's compensation philosophy and guiding principles which consist of the following: (1) compensation and reward systems should be a management tool to achieve positive business results; (2) competitive total compensation opportunities should be provided based on relative industry performance, and (3) total compensation should be aligned with relative internal performance. An annual review of the guiding principles of BB&T's total compensation program should be conducted by the Compensation Committee. The Committee will monitor the Corporation's plans to assist in recruiting and retaining employees with ability and initiative and emphasize variable compensation which is tied to the financial results of the Corporation, as well as associating the interest of employees with that of the Corporation.

Committee Membership

Committee members are appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee, and may be replaced by the Board. The Committee shall number at least three. All members must meet the independence requirements of the New York Stock Exchange and any standards of independence as may be prescribed for purposes of any applicable laws and regulations relating to the Committee's duties and responsibilities.

The Committee shall appoint its Chairman annually at the first meeting held following the April Board meeting. The Committee may delegate to its Chairman such power and authority as the Committee deems to be appropriate, except such powers and authorities required by law or regulation to be exercised by the whole Committee or by a subcommittee of at least two members.

Meetings

The Compensation Committee shall meet as often as it determines. The Compensation Committee meetings may be attended by any officer or employee of the Company, the Company's outside counsel or independent auditor as the Committee deems appropriate. The Compensation Committee may meet in Executive Session without members of management in attendance as often as deemed appropriate. The Executive Session may be called by any member of the Compensation Committee.

## Committee Authority and Responsibilities

The Compensation Committee of the Board of Directors of BB&T Corporation shall, for purposes of the Chief Executive Officer of the Corporation, periodically review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. With respect to non-CEO Executive Management, the Committee shall, based on recommendations from the CEO and pursuant to a delegation of authority from the Board of Directors, approve compensation, incentive compensation, and equity-based plans that are subject to Board approval. The Committee also shall review employment agreements, severance agreements, and change in control agreements/provisions, any perquisites or other in-kind benefits, and any other special or supplemental benefits, in each case as, when, and if appropriate. In determining the long-term incentive component of their compensation, the Committee will consider such factors as the Corporation's performance and relative shareholder return, the value of similar incentive grants or awards to officers at comparable companies, and the grants or awards given to these officers in past years. Additionally, the Committee shall annually review and if appropriate, revise the peer group of companies used for comparative compensation purposes.

The Committee shall annually review and administer the annual executive cash incentive plan, stock option plan and long-term performance based incentive plan of the Corporation and approve participants in these plans, target award opportunities for participants, performance criteria to be utilized in the plans and the payouts.

The Committee shall review on a periodic basis the Corporation's various employee benefit plans maintained by the Corporation covering substantially all employees, including, but not limited to, the 401(k) savings plan, pension plan, healthcare plan and various plans that supplement the foregoing. The Committee shall review material plan modifications and recommend action on such modifications to the Board.

In connection with its responsibilities, the Committee may seek appropriate assurances from internal and external advisors that all compensation and benefits plans are appropriate, legally permissible and, where required, properly disclosed to the Corporation's shareholders. This includes consideration of appropriate provisions of the Internal Revenue Code, including Section 162(m) relative to deductibility of performance-based compensation. The Committee shall retain the flexibility to pay compensation that is not eligible for Section 162(m) deductibility of performance-based compensation if it deems such payment(s) to be in the best interests of the Corporation.

The Committee shall have the sole authority to retain and terminate any compensation consultant used to assist in the evaluation of the executive officers compensation, and shall have sole authority to approve the consultant's fees and other retention terms. Additionally, the Committee shall have the authority to obtain advice and assistance from legal, accounting, or other advisors, as it deems appropriate.

The Committee shall annually review and recommend to the Board compensation and benefits for Directors.

The Compensation Committee shall report regularly to the Board of Directors on its activities and maintain minutes of its meetings.

The Compensation Committee is responsible for producing a “Compensation Committee Report on Executive Officer Compensation” for inclusion in the Corporation’s annual proxy statement.

The Committee shall annually review and assess the adequacy of its Charter and recommend to the Board any changes to this Charter. The Committee shall annually review its own performance.

Adopted 10/28/03.  
Amended 2/22/05.