

## EXECUTIVE COMPENSATION COMMITTEE CHARTER

*Purpose.* The purpose of the Executive Compensation Committee (Committee) of Fulton Financial Corporation (Company) is to (a) assist the Board of Directors (Board) of the Company in meeting its responsibilities relating to salaries, bonuses and other compensation of Senior Management of the Company, (b) administer the Company's stock option and restricted stock plans, employee stock purchase plan, and other equity based compensation plans, and (c) take such other actions within the scope of this charter (Charter) as the Committee deems necessary and appropriate.

*Membership.* The Committee will be comprised of three or more directors. All members of the Committee shall be, in the business judgment of the Board, independent under the independence requirements of the NASDAQ guidelines and applicable law. The members of the Committee will be appointed by and serve at the discretion of the Board. The Board shall appoint the Chair and Vice Chair of the Committee. Committee members will be elected annually at the Corporation's annual reorganization meeting. Committee members can be removed and vacancies will be filled by a majority vote of the independent directors of the Board.

*Responsibilities and Duties.* The Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law and the Company's by-laws:

1. Establish an executive compensation philosophy that is designed to attract and retain qualified individuals for Senior Management by providing a level of compensation opportunity that is competitive with the Company's designated peer group. Compensation includes but is not limited to, annual salary, bonuses, incentive compensation (if any), stock options or restricted stock awards, and perquisites.
2. Review and approve the criteria to be used in evaluating the performance of the CEO. Examples of criteria that may be used include, but are not limited to:
  - Total shareholder return, ROE, ROA, Net Income and Non-Interest Income growth measured over a 5 year period;
  - Asset growth and quality;
  - Risk management;
  - Leadership, including an up to date management succession plan;
  - Maintenance and promotion of Company's reputation among shareholders, customers, employees and communities served; and
  - Influence on Company performance of the economy; global, national and regional events; and regulatory factors
3. Evaluate the performance of the CEO based upon the performance criteria selected.
4. Review with the CEO his evaluation of the performance of the other members of Senior Management and his recommendations concerning compensation for these individuals.
5. Based upon these evaluations recommend for approval by the Board the compensation of the CEO and other members of Senior Management.
6. Review and approve employment agreements and/or change in control agreements for the CEO and other members of Senior Management, as well as any severance payment.
7. Annually prepare and issue a Committee report on Executive Compensation in accordance with applicable rules and regulations of the Securities and Exchange Commission for inclusion in the Company's annual proxy statement.
8. Administer the Company's stock option and restricted stock plans, including recommending the number of shares available for grant in any calendar year, the key employee group eligible to receive a grant, and number of shares to be awarded certain specific members of the key employee group, including the members of Senior Management.

9. Administer the Company's Employee Stock Purchase Plan, including annually setting the terms by which eligible employees may purchase Company stock at a discount.
10. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
11. Make recommendations and reports to the Board with respect to executive compensation, stock plans and related policies of the Company.
12. Perform any other activities consistent with this Charter, the Company's by-laws and governing law as the Committee or the Board deems necessary or appropriate.

*Meetings.* The Committee will meet as often and at such times as the Chair or the Vice Chair (in the absence of the Chair) or a majority of the Committee determines. A special meeting of the Committee may be called by the Chair or the Vice Chair (in the absence of the Chair) or upon the request of any two Committee members. If time permits, a written agenda for the meeting will be provided by the Chair or the Vice Chair (in the absence of the Chair), to the Committee members in advance of the meeting, and at the meeting if time does not permit advance distribution. Unless the Committee or the Board adopts other procedures, the provisions of the Company's by-laws applicable to meetings of Board Committees will govern the meetings of the Committee.

*Minutes.* The Committee shall keep minutes of each meeting.

*Subcommittees.* The Committee has the power to appoint subcommittees, but no subcommittee will have any final decision-making authority on behalf of the Committee or the Board.

*Resources and Cooperation.* The Committee may rely upon such statistical information and other data regarding executive compensation programs, including information provided by the Company's Human Resource Department, as it deems appropriate. Management and employees of the Company will cooperate with Committee and the Committee shall have unrestricted access to individual members of management and employees and may ask them to attend any meeting of the Committee or to meet with any members of the Committee. The Committee has the power and discretion to retain at the Company's expense such independent counsel and other advisors and experts, as it deems necessary or appropriate to carry out its duties. In carrying out its duties, the Committee may act in reliance on management and employees of the Company, as well as outside advisors, as it deems necessary or appropriate.