

# **SKY FINANCIAL GROUP, INC.**

## **EXECUTIVE COMMITTEE CHARTER**

### **Statement of Purpose**

The Executive Committee of the Board of Directors of Sky Financial Group, Inc. (the “Company”) is authorized by law and the Company’s Code of Regulations to act on behalf of the Board during intervals between meetings of the Board and to report to the Board at its next regular meeting on any actions taken. The Executive Committee has the power to act on major matters where it deems action appropriate, providing a degree of flexibility and ability to respond to time-sensitive business and legal matters without calling a special Board meeting.

### **Composition and Membership**

The Committee shall be comprised of at least four (4) members of the Board of Directors, and shall include the Chairmen of each other Committee of the Board of Directors and the prior Lead Director, if any.

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 the 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 also have in attendance such members of Company management or others as it may deem necessary to provide the required information to carry out its duties.

### **Authorized Actions**

In fulfilling its responsibilities, the Executive Committee shall be authorized to carry out the functions delegated to it under the Company’s Code of Regulations, Bylaws and applicable law.

All acts done and powers conferred by the Committee shall be deemed to be and may be certified as being done or conferred under the authority of the Board of Directors; provided, however, that all actions of the Committee shall be reported to the directors at their meeting next succeeding such action and shall be subject to revision or alteration by the directors, provided that no rights of any third person shall be affected thereby.

## **Meetings**

The Executive Committee shall meet as frequently as deemed necessary or appropriate by the Committee or the Board of Directors. Special meetings may be called by the Committee Chairman or any two members of the Committee. 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 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. All actions of the Committee shall be similarly reported to the Board of Directors for approval or ratification.

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