

**HARLEYSVILLE NATIONAL CORPORATION**  
**NOMINATING AND CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**

**(As adopted by Board of Directors, February 10, 2005)**

**APPROVED: January 27, 2005**

**I. AUTHORIZATION**

Pursuant to the Company's Bylaws, the Board of Directors (the "Board") has passed resolutions that authorize the formation of a Nominating and Governance Committee of the Board of Directors (the "Committee").

**II. PURPOSE**

To provide continuing assistance to the Board regarding matters relating to governance, performance and composition of the Board.

**III. MEMBERSHIP AND STRUCTURE**

The Committee shall be composed of three or more directors. Members of the Committee shall be appointed and removed by the Board. All members of the Committee shall be independent [and meet the applicable independence requirements of [the New York Stock Exchange][the Nasdaq National Market][the Nasdaq SmallCap Market]].

The Committee shall meet as needed at stated times without notice or on notice to all by order of the Chairman of the Board of Directors.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees, in accordance with applicable law, as the Committee may deem appropriate in its sole discretion.

The Committee shall report its actions and recommendations to the Board [after each Committee meeting].

The Committee shall have the authority to retain any search firm to assist in identifying director candidates and to retain outside counsel and any other advisors, as the committee may deem appropriate, in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

**IV. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Committee shall:

1. identify individuals qualified to become Board members, who reflect the criteria as specified by the Board;
2. recommend to the Board nominees to fill vacancies on the Board and the nominees to stand for election as directors at the next annual meeting of shareholders (or, if applicable, a special meeting of shareholders);
3. develop and recommend to the Board the Corporate Governance Guidelines of the Company and any proposed changes to such practices;
4. periodically review and assess Board and management performance[ and lead the Board self-evaluation process];
5. annually review and assess the Committee's performance and charter and propose changes to the charter to the Board.