

FIRST FINANCIAL HOLDINGS, INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER

SEPTEMBER 25, 2003

Purpose of the Nominating and Corporate Governance Committee

Members of the Corporation's Nominating and Corporate Governance Committee ("Committee") are appointed by the Board of Directors ("Board") to assist the Board in fulfilling its oversight responsibilities. The primary duties and responsibilities of the Committee are to:

- Assess Board and committee membership needs; and
- Implement policies and processes regarding corporate governance matters.

Composition of the Committee

Committee members shall meet the requirements of the Nasdaq National Market. The Committee shall be comprised of at least [three] members as determined by the Board of Directors, each of whom shall be independent, non-executive directors, free from any relationship that would interfere with the exercise of his or her independent judgment.

Committee Meetings

The Committee shall meet at least three (3) times annually, or more frequently as circumstances dictate. The Committee Chairman (with input from Committee members, management and key Committee advisors) shall prepare and/or approve an agenda in advance of each meeting.

Committee Responsibilities and Duties

Board Composition

1. Develop policies on the size and composition of the Board, including criteria for Board membership such as independence requirements.
2. Consider, recommend and recruit candidates to fill new Board positions.
3. Review candidates recommended by stockholders.
4. Engage independent consultants, as necessary, to identify candidates.
5. Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates.

6. Recommend nominees for approval by the stockholders at the annual meeting.
7. On an annual basis, review the performance of the Board and its members.

Committee Composition

8. Develop policies on the size and composition of each of the committees of the Board, including criteria for committee membership.
9. Advise the Board regarding committee member qualifications.
10. Advise the Board regarding committee member appointments and removals.
11. On an annual basis, review the performance of the Board committees and their members.

Succession Planning for Executive Officers

12. Develop and/or review policies regarding the qualifications of executive officers.
13. Consider, recommend and recruit candidates to fill vacant positions.
14. Engage independent consultants, as necessary, to identify candidates.
15. Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates.

Corporate Governance

16. Develop and recommend to the Board a set of corporate governance principles applicable to the Corporation, including, but not limited to: policies for evaluation of the Board and Chairman; election and reelection of Board members; Board orientation and education; and succession planning for Board members.
17. On an annual basis, review and reassess the adequacy of the corporate governance principles.
18. Serve in an advisory capacity to the Board and the Chairman of the Board on matters of organizational and governance structure of the Corporation and the conduct of the Board.
19. Review the Bylaws of the Corporation and recommend to the Board any necessary changes.
20. Prepare an initial draft of annual Board goals and objectives for the Board's review and approval.

Miscellaneous

21. Maintain minutes of meetings and circulate minutes to the full Board.
22. Make regular reports to the Board.
23. At least annually, review and update (if necessary) this Charter as conditions dictate.

Revised 4/1/2004