

SECTION

SUBJECT

Bank Organizational Structure**Nominating/Corporate Governance Committee
Charter****Summary**

This Charter sets forth the authority and duties of the Nominating/Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Mid-State Bancshares (the "Company"). This Charter will be published on the Company's Website, will be available in written form upon request, and referenced in the Company's Annual Report on Form 10-K or its Annual Meeting Proxy Statement.

**COMMITTEE
MEMBERSHIP,
STRUCTURE AND
OPERATIONS**

Except as provided below, the Committee shall consist solely of "independent directors," i.e., those directors who neither are officers nor employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who are otherwise "independent" for purposes of the Nasdaq listing standards.

Committee members will serve at the pleasure of the Board and may be removed by the Board in its discretion at any time. The Board shall designate one member of the Committee as Chairman. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings. Meetings of the Committee may be conducted by telephonic means so long as such arrangements are consistent with the California General Corporations Law.

In the event of a tie vote on any issue, the Chairman's vote shall decide the issue. The Committee shall meet at least twice a year, and perhaps more frequently as determined by the Chairman, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chairman.

If the Committee is comprised of at least three members, one director who is not independent and is not a current officer or employee of the Company, or a spouse, parent, child or sibling, whether by blood, marriage or adoption, of a person who has the same residence as, any current officer or employee, may be appointed to the Committee if the Board, under exceptional and limited circumstances, determines that such individual's membership on the Committee is required by the best interests of the Company and its shareholders, and the Board discloses, in the next annual meeting proxy statement (or Form 10-K if no proxy statement is filed) subsequent to such determination, the nature of the relationship, and the reasons for the determination. Any such member appointed to the Committee may only serve for up to two years and may not serve as Chairman of the Committee.

**RESOURCES AND
AUTHORITY OF THE
COMMITTEE**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms, if any, used to identify director candidates, this authority shall be vested solely in the Committee.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

**COMMITTEE PURPOSE
AND RESPONSIBILITIES**

Subject to the Company's Corporate Governance Guidelines, the Committee shall have the purpose and responsibilities to:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.

2. Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In selecting or recommending candidates, whether an incumbent, a replacement or an additional director, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company's Corporate Governance Guidelines and such other factors as it deems appropriate.
3. Develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and directors.
4. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, make a recommendation to the Board as to the class of directors in which the individual should serve.
5. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company's Corporate Governance Guidelines, and the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members,.

6. Conduct an annual evaluation of the performance of the Board and report conclusions to the Board. The report should include an assessment of the Board's compliance with the principles set forth in the Company's Corporate Governance Guidelines and identify areas in which the Board could improve its performance.
7. Develop and recommend to the Board a set of corporate governance principles applicable to the Company to be set forth in the Company's Corporate Governance Guidelines, and to review those principles at least once a year.
8. Prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chairman of the Committee or any other member of the Committee designated by the Committee to make this report.
9. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.
10. Report to the Board on a regular basis, and not less than once per year.
11. Review and assess the adequacy of this Charter on an annual basis and recommend changes to the Board when necessary.
12. Review on an annual basis non-employee director compensation and benefits and make recommendations to the Board on appropriate compensation. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as such.
13. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to (i) the nomination of Board and committee members as well as (ii) other corporate governance matters.

* * *