

## **CITIZENS BANKING CORPORATION**

### **CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER** **2004 - 2005**

#### **General**

The bylaws of Citizens Banking Corporation (the "Corporation") authorize the board of directors to establish a corporate governance committee ("Committee") and pursuant to such authority this board of directors desires to establish the Committee. The membership guidelines pertinent to the Committee as well as the responsibilities and authority, meeting dates and other formalities and requirements are set forth in this statement which shall be reviewed, amended as necessary and reaffirmed annually by the board of directors. This statement may also be amended from time to time between annual organization meetings to accommodate the needs of the Corporation.

#### **Membership Guidelines**

The Committee shall consist of at least five (5) members of the board of directors who are independent directors, as determined under applicable Nasdaq rules. Membership shall be determined pursuant to the recommendation of the Committee and shall be subject to the approval of the board of directors.

#### **Responsibilities and Authority**

The Committee shall have the following responsibilities:

1. Determining a desirable balance of expertise among board members.
2. Identifying qualified candidates to fill board positions.
3. Providing aid in attracting qualified candidates to the board of directors.
4. Recommending to the board of directors qualified nominees to fill vacancies on the board.
5. Recommending the slate of director nominees to the board of directors for election by the shareholders at the annual meetings.
6. Recommending committee appointments.
7. Establishing criteria for board and committees membership.
8. Considering rotation of committee members.
9. Reviewing candidates qualifications and possible conflicts.
10. Assessing contributions of current directors vis-à-vis their renomination.

11. Ensuring that a substantial majority of directors are independent.
12. Reviewing Corporation's process for providing information to the board of directors.
13. Developing and recommending a set of corporate governance principles to the board of directors.
14. Overseeing the evaluation of the board.
15. Considering director nominees proposed by shareholders.
16. Handling such other matters as may be properly delegated to the Committee by the board of directors of the Corporation.

### **Nominations Submitted by Shareholders**

The Committee will consider director nominations submitted by shareholders. To be considered by the Committee, the name of a candidate submitted by a shareholder must be submitted in accordance with the procedures set forth in the Corporation's bylaws. The Committee may seek additional biographical and background information from any candidate that must be received on a timely basis to be considered by the Committee. The Committee will review the qualifications of candidates submitted for nomination by shareholders and evaluate them using the same criteria used to evaluate candidates submitted by the board for nomination.

### **Requirements for the Transaction of Business**

1. **Regular Meetings** - Regular meetings of the Committee may be held without notice at such time and at such place as shall from time to time be determined by the board of directors or by the chairman of the Committee.
2. **Special Meetings; Notice and Waiver of Notice** - Special meetings of the Committee may be called by the chairman or secretary to the Committee on one day's notice to each Committee member. Neither the business to be transacted nor the purpose of such special meeting of the Committee need be specified in the notice of the meeting. Notice given shall be deemed sufficient if given in any fashion authorized in the bylaws of the Corporation. Further, notice may be waived as set forth in the bylaws of the Corporation.
3. **Quorum Requirements** - At all meetings of the Committee a majority of the total number of members shall constitute a quorum for the transaction of business and the act of a majority of the Committee members present at any meeting at which there is a quorum shall be the act of the Committee except as may be otherwise specifically provided for by law or by the Corporation's articles of incorporation or bylaws.

4. **Consent of Committee Members in Lieu of Meeting** - Unless otherwise restricted by the articles of incorporation or by the bylaws of the Corporation, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if before or after the action all members of the Committee consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Committee.
5. **Attendance by Conference Telephone** - Members of the Committee may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participating in a meeting in this manner constitutes presence in person at the meeting.

### **Meeting Dates**

The Committee shall meet at such time or times as are deemed necessary. The secretary of the Corporation shall act as secretary of the Committee and shall be responsible for transcribing the minutes of each meeting.

### **Reports to the Board of Directors**

The Committee shall keep the board of directors informed of matters that come before it and shall advise the board of directors of any developments which the Committee believes should have board of directors consideration. The Committee shall keep regular minutes of its meetings and shall promptly report the same to the board of directors of the Corporation which would normally be at the next regularly scheduled meeting thereof.