

SKY FINANCIAL GROUP, INC.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Statement of Purpose

The Governance and Nominating Committee shall provide assistance to the Board of Directors of Sky Financial Group, Inc. and its consolidated subsidiaries (the “Company”) in fulfilling its responsibilities regarding the following: issues pertaining to Corporate Governance; issues pertaining to the process of nominating members and officers to the Board of Directors of the Company and its subsidiaries; develops CEO, Chairman, Lead Director and Board of Director performance evaluation and assessment instruments and processes; ensures appropriate succession planning systems are utilized for organizational development, business continuation planning and CEO/Senior Management development; and such other duties, responsibilities and activities as may be set forth in this Charter or directed by the Board.

Composition and Membership

The Governance and Nominating Committee shall be comprised solely of at least three (3) Directors. Each member of the Committee shall be (i) “independent” under the applicable requirements of the National Association of Securities Dealers, as interpreted by the Board of Directors of the Company, (ii) “independent” as defined under Rule 10A-3 of the Securities Exchange Act of 1934, and (iii) a “non-employee” director as defined under Section 16b-3 under the Securities Exchange Act of 1934. It shall be the responsibility of the Company’s Board of Directors to determine, in its judgment, whether a member is independent of management and free from any relationship or service to the Company that might interfere with their exercise of independent judgment in carrying out their responsibilities as a Committee member.

It shall be the responsibility of each Director to immediately disclose to the Committee Chairman any relationship that, either in fact or in appearance, might impact the independent judgment of the Director in their service as a member of the Governance and Nominating Committee.

Notwithstanding the above independence requirements, one Director who is not a current employee or an immediate family member of an employee may be appointed to the Governance and Nominating Committee if the Board, under exceptional and limited circumstances, determines that membership on the Committee by the Director is required by the best interests of the Company and its shareholders. If such a Director is appointed to the Compensation Committee, the Company shall disclose the nature of the Director’s relationship and the reasons for the Board’s determination in the next annual proxy statement subsequent to such determination.

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 chosen by the Board, at the joint recommendation of the Chairman and 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 have in attendance such representatives of Company management, consultants, advisors, or others as it may deem necessary to provide the necessary information to carry out its duties.

Responsibilities and Authorized Actions

The general responsibilities and authorized actions of the Committee are to:

- a.) research and present to the Board of Directors current issues and commentary on corporate governance;
- b.) recommend guidelines defining director independence;
- c.) recommend the governance process and leadership positions of the Company's governing Board;
- d.) develop procedures for holding executive sessions without management;
- e.) develop and implement the tools for evaluating Board performance;
- f.) recommend targets for Director stock ownership;
- g.) recommend the appropriate Board size and composition; establish and recommend the appropriate breadth of expertise; ensure a diverse board; recommend the ratio of inside directors to independent directors; develop eligibility guidelines for former employees as directors;
- h.) recommend appropriate committees, size, tenure and Director rotation;
- i.) develop processes necessary to implement a CEO succession plan;
- j.) recommend guidelines for use of "special committees;"
- k.) establish guidelines for the Board to follow when seeking independent advice.

The nomination responsibilities and authorized actions of the Committee are to:

- a.) prepare guidelines for searching and accepting Director nominations;
- b.) develop an interview and screening process for selection and acceptance of Director candidates
- c.) recommend qualifications, experience and skills required by a Director;
- d.) establish a nomination process that selects candidates with experience and skills suited to the Board's current requirements;
- e.) develop an orientation process for new Directors;
- f.) review and report the results of Director evaluations;

- g.) establish and review the processes and guidelines for nomination, selection and composition of subsidiary boards.

In order to carry out its duties under the Charter, the Committee is authorized to select, retain, terminate and approve the fees and other retention terms of counsel, experts or consultants, as the Committee deems appropriate, without seeking the approval of management or the Board of Directors. The Company shall provide for appropriate funding for the payment of any such fees.

Meetings

The Governance and Nominating Committee shall meet as frequently as the Committee shall deem necessary, but no less than four (4) times per year. Special meetings may be called by the Committee Chairman as deemed necessary. 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 as to 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. Certain action by the Committee may be similarly reported to the Board of Directors for approval or ratification.

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