

**WILMINGTON TRUST CORPORATION
WILMINGTON TRUST COMPANY
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
CHARTER**

Purpose:

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of Wilmington Trust Corporation (“Board”) is to provide counsel and make recommendations to the Chairman of the Board and the full Board, on behalf of Wilmington Trust Corporation and its subsidiaries (collectively, the “Company”), with respect to (A) candidates for membership on the Board and its committees consistent with criteria approved by the Board, including selecting or recommending to the Board director nominees, (B) matters of corporate governance, including recommending corporate governance principles for the Board and Company, (C) succession planning for the Company’s executive management; and (D) significant shareholder relations issues.

Composition:

The Committee shall be composed of not less than three (3) nor more than five (5) members who shall be selected by the Board of Directors from its own members, none of whom shall be an officer or employee of the Company, and shall hold office at the pleasure of the Board of Directors. The members of the Committee shall meet the independence requirements of the Securities and Exchange Commission and the New York Stock Exchange. The Committee shall elect its own chairperson.

Responsibilities and Duties:

The Committee shall:

1. Help develop criteria for approval by the Board and establish procedures for identifying, reviewing and screening potential candidates to become members of the Board of Directors and its committees. These shall include active leaders in business and other areas and shall seek to promote diversity among the Board members.
2. Periodically review potential Board candidates and recommend to the Board, after consultation with the Chairman of the Board and Chief Executive Officer, nominees for election as directors.
3. Review and make recommendations to the Board of Directors concerning the Company’s Bylaws; Board policies on corporate governance, the composition, organization, processes, and practices of the Board of Directors, including policies

regarding the size of the Board of Directors; the desired qualifications of directors; the functions and charters of Board committees; meetings of the Board of Directors; and Board retirement and tenure policies.

4. Review the performance of the Company's executive management for purposes of management succession.
5. Review and recommend to the Board of Directors guidelines and procedures to be used by directors in monitoring and evaluating the performance of the Board of Directors and management and the fulfillment of their responsibilities in a manner that effectively serves the interests of the shareholders of the Company.
6. Make recommendations to the Chairman of the Board and the Board of Directors regarding significant shareholder relations issues.
7. Conduct an evaluation of its own performance annually, and oversee the evaluation of the Board of Directors.
8. Review and reassess the adequacy of this Charter at least annually and submit any changes to the Board of Directors for approval.

The Committee may form and delegate authority to subcommittees when it deems it appropriate.

The Committee shall have the sole authority at the expense of the Company to retain and terminate special legal or other consultants to advise the Committee, including to identify director candidates, and to approve any such firm's fees and other retention terms. The Committee may request any officer or employee of the Company or the Company's outside counsel or other consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Meetings:

1. The Committee shall hold at least one meeting each year and others as the Committee or its Chairperson determines.
2. The Committee's Chairperson, the Chairman of the Board, the Chief Executive Officer, the President or a majority of the Committee's members may call a meeting of the Committee at any time and at any place they deem proper for the transaction of the Committee's business.
3. A majority of the Committee's members shall constitute a quorum for the transaction of business. The acts of a majority of the members present at a meeting at which a quorum is present shall constitute action by the Committee.

4. Committee members may participate in Committee meetings by conference telephone or video facilities.
5. A report of all Committee meetings will be provided to the Board of Directors at a subsequent meeting.
6. The Committee may adopt rules and procedures for the conduct of its affairs that it deems necessary and which are consistent with this Charter or Wilmington Trust's Bylaws.

The Committee also shall perform such other functions as it deems appropriate from time to time with respect to and within the scope of its specified duties and responsibilities or such other duties as the Board of Directors may assign to it from time to time.

Adopted: February 16, 2004
Board Approved: February 26, 2004