

FIRST COMMONWEALTH FINANCIAL CORPORATION
GOVERNANCE COMMITTEE CHARTER

Purpose

The Governance Committee (the "Committee") is appointed by the Board of First Commonwealth Financial Corporation (the "Corporation") to:

- (1) Assist the Board, on an annual basis, by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders;
- (2) Assist the Board in the event of any vacancy on the Board by identifying individuals qualified to become Board members, and to recommend to the Board qualified individuals to fill any such vacancy;
- (3) Recommend to the Board, on an annual basis, director nominees for each Board committee;
- (4) Monitor, oversee and review compliance by the directors, officers and employees of the Corporation with (i) the Corporation 's Code of Conduct and Ethics, (ii) the Corporation 's Code of Ethics for Chief Executive Officer ("CEO") and Senior Financial Officers, (iii) the Corporation 's Policy on "Securities Trades by Company Personnel" and (iv) such other applicable policies of the Corporation as the Committee or the Board deems necessary or desirable;
- (5) Recommend to the Board changes, alterations and modifications to the Governance Guidelines and Governance Committee Charter applicable to the Corporation;
- (6) Lead the Board in its annual review and evaluation of the Board's performance; and

- (7) Develop a succession plan for the CEO. Upon the request of the Compensation Committee, assist the Compensation Committee in the annual evaluation of the CEO and senior executive officers.

When exercising its powers, the Committee shall consider the Corporation 's mission, vision and values as an integral element in its decision making process. Acting in accordance with the highest standards of professional and ethical conduct is a high priority of the Corporation 's directors, officers and employees.

Committee Membership

The Committee shall consist of no fewer than three members, each of whom shall be a director of the Corporation. After 2004, each member of the Committee shall meet the independence listing standards of the New York Stock Exchange and all other applicable legal requirements.¹ The Committee will also consider the absence or presence of material relationships with the Corporation which might impact independence. The Committee shall report to the Board. Members shall be appointed and removed by the Board. A majority of the members of the Committee shall constitute a quorum.

Meetings

The Chairman of the Committee, in consultation with the Committee members, will determine the frequency and length of the Committee meetings. The Chairman of the Committee, in consultation with the appropriate members of the Committee and management, will develop the Committee's agenda. At the beginning of the year the Committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule of subjects for each Committee meeting will be furnished to all directors.

¹ The NYSE listing standards define an "independent director" as a director (i) who the Board of Directors affirmatively determines has no material relationship with the listed company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company); (ii) who has not been an employee or whose immediate family member has not been an executive officer for the Company for at least three years; (iii) who has not received, or whose immediate family member has not received, more than \$100,000 per year in direct compensation from the listed company, other than director and committee fees and pension or other forms of deferred compensation for prior services(provided such compensation is not contingent in any way_on continued services) in

Committee Authority and Responsibilities

1. The Committee shall have the responsibility to develop and recommend criteria for the selection of new directors to the Board, including, but not limited to diversity, age, skills, experience, time availability (including the number of other boards he or she sits on) in the context of the needs of the Board and the Corporation and such other criteria as the Committee shall determine to be relevant at the time. The Committee shall have the power to apply such criteria in connection with the identification of individuals to be board members, as well as to apply the standards for independence imposed by the Corporation's listing agreement with the New York Stock Exchange and all applicable federal laws in connection with such identification process.

2. When vacancies occur or otherwise at the direction of the Board, the Committee shall actively seek individuals whom the Committee determines meet such criteria and standards for recommendation to the Board.

3. The Committee shall recommend to the entire Board, at least annually, a process for evaluating the performance of the Board. The Committee shall also receive comments from directors and assist the Board with its annual assessment of the Board's performance.

4. Develop a succession plan for the CEO. Upon request of the Compensation Committee, the Committee shall recommend to the Compensation Committee, at least annually, a process for evaluating the performance of the CEO and senior executive officers. Upon request of the Compensation Committee, the Committee will also assist the Compensation Committee with its annual evaluation of the CEO and senior executive officers.

1 the past three years; (iv) who is not, or whose immediate family member is not, affiliated with or employed by a (present or former) auditor of the Company (or of an affiliate) for at least three years; (v) who is not, or whose immediate family member is not, employed as an executive officer of another company where any of the Company's executive officers serve on such other company's compensation committee until three years after the end of such service or employment; (vi) who has not, or whose immediate family member has not, been an executive officer or employee of a company that makes payments to, or receives payments from, the listed company for property or services in an amount which, in any single year, exceeded the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

5. The Committee shall recommend to the Board, on an annual basis, nominees for election as directors for the next annual meeting of shareholders.

6. The Committee shall recommend to the Board the nominees for appointment to Committees of the Board on at least an annual basis.

7. The Committee may form and delegate authority to subcommittees or members when appropriate.

8. The Committee shall make recommendations to the Board with respect to changes, alterations and modifications of, monitoring and reviewing compliance with, make recommendations to the Board and to management with respect to the interpretation and enforcement of, and make recommendations to the Board about responses to communications with regulatory authorities and agencies arising out of inquiries and investigations relating to: (i) the Corporation 's Code of Conduct and Ethics, (ii) the Corporation's Code of Ethics for CEO and Senior Financial Officers, (iii) the Corporation 's Policy on “ Securities Trades by Company Personnel” and (iv) such other policies of the Corporation, as the Committee or the Board deems necessary or desirable.

The Committee shall monitor compliance with the provisions of paragraphs 2 and 3 of the Corporation 's Code of Ethics for CEO and Senior Financial Officers to the extent the issue relates to accounting and disclosures and regulations of the SEC, the NYSE, the Federal Reserve Board or other bank regulatory authority, and paragraph 4 of such Code to the extent such misrepresentation or omission relates to financial statements or related financial information will be referred to the Audit Committee for action. Issues relating to inquiries or investigations regarding the quality of financial reports by the Corporation with the SEC or otherwise distributed to the public shall also be referred to the Audit Committee for action.

9. Except as set forth in the next paragraph, the Committee shall serve as the reviewing council for allegations of violations of the Code of Conduct and Ethics and violations of the policies identified above against directors, executive officers and employees to the extent required pursuant to Section VIII.A. of the Code of Conduct and

Ethics; determine whether any further internal investigation, outside investigation or some other action should be initiated by the Corporation; render a written decision, response or explanation to the above allegations and determine whether the Corporation should report any information to appropriate federal and/or state regulatory bodies.

Allegations of wrongdoing or failure to comply with the provisions of paragraphs 2 and 3 of the Corporation 's Code of Ethics for CEO and Senior Financial Officers to the extent the issue relates to accounting and disclosures and regulations of the SEC, the NYSE, the Federal Reserve Board or other bank regulatory authority, and paragraph 4 of such Code to the extent such misrepresentation or omission relates to financial statements or related financial information will be referred to the Audit Committee for action.

10. The Committee shall review and reassess the adequacy of this Charter and the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

11. The Committee shall annually review its own performance.

12. The Committee shall make regular reports to the Board.

13. Take such other action as is authorized by the Board.

Access, Authority and Reliance

1. In carrying out its responsibilities, the Committee shall have access to all the Corporation 's books, records, directors, officers and employees.

2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms, at the Corporation 's expense.

3. The Committee shall have the authority to consult with the Corporation 's counsel. It shall also have the authority to employ any other counsel of its selection, at the Corporation 's expense, should the Committee deem it desirable and appropriate to do so.

4. The Committee, and each member of the Committee in his or her capacities as such, shall be entitled to rely, in good faith, on information, opinions, reports or

statements, or other information prepared or presented to them by (i) officers and other employees of the Corporation or its direct or indirect subsidiaries, whom such member believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons representing the Corporation as to matters which the member believes to be within the professional competence of such person.

5. The secretary for the Committee shall be the Corporation 's Corporate Secretary, or in his or her absence, an Assistant Secretary of the Corporation or any other person designated by the Committee.