

Unizan Financial Corp.  
Nominating and Corporate Governance Committee Charter  
Adopted: October 21, 2004

The Board of Directors shall designate annually at least three non-employee directors to serve as members of the Nominating and Corporate Governance Committee, each of whom the Board has determined to be independent in accordance with the rules of the National Association of Securities Dealers, Inc. (“NASD”) and any standards of independence as may be prescribed for any federal securities, tax, banking or other laws relating to the Board’s duties and responsibilities. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least twice each year at a time and place determined by the Committee Chairperson.

The Committee’s purpose is to promote the effectiveness of the Board of Directors by overseeing its composition and functioning.

The primary responsibilities of the Nominating and Corporate Governance Committee shall be to:

1. Review annually the composition of the Board to assure that the appropriate knowledge, skills and experience are represented, in the Committee’s judgment and in order to comply with applicable laws and regulations.
2. Submit to the Board additional selection criteria, if any, not contained in the Corporate Governance Guidelines for Board Membership.
3. Review the qualifications of candidates for Board membership as recommended by Board members, and shareholders in accordance with the Guidelines for Board Membership (Exhibit A) and recommend to the full Board nominees for Board membership. The Committee shall also identify potential candidates for Board membership. The Committee will maintain a list of potential directors. The Committee will prepare and amend as appropriate a procedure for shareholders to submit recommendations for Board membership to the Committee for consideration.
4. Discuss with the Board standards promulgated by NASDAQ to be applied in making determinations as to the independence of directors.
5. Review as appropriate the Code of Ethics for its directors, officers and employees.
6. 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.
7. Recommend the membership of the Committees of the Board.
8. Review annually the operations and effectiveness of the Board, including, but not limited to, considering the size of the Board and the performance of individual directors as well as the collective Board performance.

9. Review annually the Corporate Governance Guidelines for Board Membership and recommend any changes to the Board.
10. Review annually the Committee's Charter and the performance of the Committee.
11. Report to the Board following each meeting of the Committee.
12. Perform such additional duties within the scope of its primary responsibilities as the Board of Directors may from time to time determine.

A majority of the voting Committee members shall constitute a quorum for the transaction of business. The Committee shall meet upon the call of the Committee Chairperson and as the Committee shall determine. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. Any action that may be taken or authorized at a meeting may be taken in writing in lieu of a meeting by written consent signed by all members of the Committee entitled to notice of a meeting for such purpose. Any telegram, cablegram, electronic mail, facsimile or an electronic or other transmission capable of authentication that appears to have been sent by a member of the Committee entitled to such notice and that contains an affirmative vote or approval of that person is a written consent for the purposes of this paragraph.

The Committee shall have the resources appropriate to discharge its duties and responsibilities including the sole authority to select, retain, terminate and approve the fees and other terms of search firms, counsel or other experts or consultants, as it deems appropriate. The Company will be responsible for the expenses of any advisors retained by the Committee.

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- 1) One or more officers or employees of the Corporation whom the Committee members reasonably believe to be reliable and competent in the matters presented; or,
- 2) Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person.