

SUMMIT BANCSHARES, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating and Corporate Governance Committee Charter (this “*Charter*”) sets forth the purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Summit Bancshares, Inc. (the “*Company*”) and establishes the authorities, duties and responsibilities delegated to the Committee by the Board.

I. Purpose

The Committee is responsible for (i) identifying individuals qualified to become members of the Board, (ii) recommending to the Board the nominees for director to be elected at annual meetings of shareholders of the Company, (iii) recommending to the Board the directors to serve as members of the committees of the Board, (iv) taking a leadership role in shaping the corporate governance policies and practices of the Company, (v) ensuring that proper attention is given, and effective responses are made, to shareholder concerns regarding the corporate governance policies and practices of the Company and (vi) performing such other duties and responsibilities as are enumerated in or are consistent with those set forth in this Charter.

II. Composition

The Committee shall consist of three (3) or more members. The Chairman and the members of the Committee shall be appointed by the Board. Any member of the Committee may be removed by the Board at any time with or without cause. Any vacancy on the Committee shall be filled by the Board. Each member of the Committee shall hold office until such member’s successor is appointed and qualified.

The Committee shall be comprised solely of independent directors. To be “independent,” a member of the Committee must meet the independence requirements of Marketplace Rules of The Nasdaq Stock Market, Inc. (“*Nasdaq*”) as well as any other independence requirements established by the Board from time to time.

III. Meetings

The Committee shall meet at least once per fiscal quarter or more frequently as it may determine necessary to fulfill its duties and responsibilities set forth in this Charter. Meetings of the Committee may be called by the Chairman of the Committee or by a majority of the members of the Committee. The Chairman of the Committee shall preside at all Committee meetings. If the Chairman is absent at any Committee meeting, a majority of the Committee members present at such meeting shall appoint a presiding member for such meeting. A majority of the full Committee shall constitute a quorum for the transaction of business by the Committee, and the act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee shall keep minutes of its proceedings and a copy thereof shall be furnished to the members of the Board.

IV. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

1. Develop and make recommendations to the Board regarding the qualifications for membership on the Board and its committees. At a minimum, such qualifications should include whether a candidate qualifies as “independent” under rules and regulations established by the Nasdaq and the

other independence requirements established by the Board from time to time, as well as a candidate's depth of experience and the Board's need for such experience after considering the business interests and experience of the incumbent or other nominated directors.

2. Conduct a preliminary review of the independence of each member of the Board and its committees under rules and regulations established by the Nasdaq and make recommendations to the Board regarding the independence of the members of the Board and its committees.

3. Identify, evaluate and recommend to the Board candidates qualified for membership on the Board and its committees, taking into account the qualifications criteria established by the Board from time to time.

4. Recommend to the Board the slate of directors to be nominated for election at the Company's annual meeting of shareholders.

5. Identify and recommend to the Board candidates to fill any vacancies on the Board or any of its committees.

6. Review and make recommendations to the Board concerning the composition and structure of the Board and its committees, including making recommendations with respect to (i) the term of office for directors and whether or not the Board should be classified according to terms, (ii) retirement policies for non-employee directors, (iii) the desirable ratio of employee to non-employee directors and (iv) the format of Board and committee meetings.

7. Review and make recommendations to the Board concerning the nature and duties of the committees of the Board, including making recommendations with respect to (i) the duties, responsibilities and powers of each of the Board's committees according to existing and planned Company objectives and (ii) whether or not there should be a policy of periodic rotation of directors among the committees of the Board.

8. Review and assess the adequacy of the Company's policies and practices that may be established from time to time relating to corporate governance and make recommendations to the Board regarding any proposed modifications or amendments thereto.

9. Develop a policy regarding the Committee's consideration and evaluation of candidates for Board membership proposed by shareholders of the Company and the procedures to be followed by shareholders of the Company that desire to submit such recommendations.

10. Review and make recommendations to the Board regarding the Company's response to any shareholder proposals submitted for inclusion in the Company's proxy statement for its annual meeting of shareholders.

11. Develop and make recommendations to the Board regarding a process by which shareholder communications may be sent to the Board or individual members of the Board and the process for determining which shareholder communications will be relayed to the Board or individual members of the Board.

12. Oversee the succession planning process for the Chief Executive Officer and recommend to the Board a successor to the Chief Executive Officer when a vacancy occurs.

V. Consultants and Advisors

The Committee shall have the authority to retain, at the Company's expense, a search firm or such other consultants and advisors as it deems necessary to fulfill its duties and responsibilities under this Charter, without obtaining the approval of the Board or any officer of the Company in advance. The Committee shall have the sole authority to approve the reasonable fees payable to, and other terms of retention of, such search firms, consultants and/or advisors.

VI. Investigations and Access

To assist the Committee in fulfilling its duties and responsibilities, the Committee may request any director, officer or employee of the Company or the Company's outside legal counsel to meet with the Committee or meet with any members of, or consultants or advisors to, the Committee. The Committee also shall have the authority to conduct any investigation relating to its purpose, duties or responsibilities that it deems appropriate and shall have full and unrestricted access to all books, records and facilities of the Company. In addition, the Committee shall have the authority to meet or communicate with any shareholder of the Company as it deems appropriate in order to fulfill its duties and responsibilities.

VII. Delegation

The Committee may delegate any or all of its duties and responsibilities to one (1) or more subcommittees of the Committee. Any such subcommittees shall consist of two (2) or more members of the Committee.

VIII. Board Reports

The Chairman of the Committee will report from time to time to the Board on Committee actions and on the fulfillment of the duties and responsibilities of the Committee under this Charter.

IX. Evaluations

The Committee shall annually review and evaluate the performance of the Committee and report the results of such evaluation to the Board. The Committee also shall lead the Board and each of the other committees of the Board in their annual performance evaluations, and the Committee shall report its conclusions and any recommendations relating to such evaluations to the Board. The Committee shall annually review and reassess the adequacy of this Charter and advise the Board of any recommendations for modifications or amendments to this Charter.

March 3, 2004