

UNION BANKSHARES CORPORATION

Nominating Committee Charter

Purpose

The purpose of the Committee is to identify and recommend individuals to the Board for nomination as members of the Board and its Committees. The Corporate Secretary shall make copies of this Charter available to any shareholder on written request of the Company.

Committee Membership

The Committee shall consist solely of three or more members of the Board. Members of the Committee shall meet the independence and qualification requirements of the federal securities laws and the applicable regulations of the Securities and Exchange Commission ("SEC") and the NASDAQ Stock Market, Inc.

Committee Structure and Operations

The Chairman of the Board of Directors shall designate one member of the Committee as its chairman. The Committee shall meet in person or telephonically at least once a year at a time and place determined by the Committee chairman in each instance.

Committee Responsibilities

- To establish procedures for identifying and evaluating nominees for recommendation to the Board for membership, including minimum qualifications and any specific qualities or skills necessary for any of the director roles;
- To establish procedures for the submission and consideration of shareholder recommendations for nominations;
- To identify the relationship of the Company to the person submitting the recommendation of each nominee who is not an executive officer or an incumbent;
- To disclose the candidate recommended and the shareholder or group of shareholders recommending such candidate (provided such shareholder or group of shareholders own more than 5% of the company's voting stock) if the Committee declines to nominate such candidate;
- To describe the function of any third party retained for a fee to assist the Committee to identify or evaluate potential nominees;
- To identify qualified candidates for Board membership and to make recommendations to the Board;
- To assume any other duties or responsibilities expressly delegated to the Committee by the Chairman of the Board or the Board of Directors from time to time related to the nomination of Board and Committee members.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other terms of retention with special counsel or other experts or consultants as it deems appropriate, without seeking the prior approval of management or the Board.

Reports of the Committee

The Committee shall summarize the actions taken at each meeting for submission in writing to the Board at its next regularly scheduled meeting or incorporate such actions in the minutes of the next regularly scheduled meeting of the Board.

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