



Nominating and Governance Committee Charter

Purpose

The duties and responsibilities of the Nominating and Governance Committee are spelled out in detail below; the committee's primary purpose is: (1) to identify individuals qualified to become Board members; (2) to recommend to the Board of Directors such individuals for nomination as members of the Board and Board committees, as appropriate, for the Corporation to discharge its duties and operate in an effective manner to further enhance shareholder value; and (3) to provide guidance to the Board in establishing and maintaining effective corporate governance policies and procedures.

Membership and Meetings

All committee members shall be independent as defined by the listing standard rules of Nasdaq and the Securities and Exchange Commission. The Board of Directors shall annually appoint a minimum of three members, including the Committee Chairman. Members may be removed and replaced in the interim by the Board. The committee will meet annually or as often as necessary to fulfill its duties and responsibilities. Minutes of meetings shall be maintained and reported to the full Board; the Committee may also appoint a Secretary, who need not be a Director, to record such minutes. Members of management may be in attendance at meetings as requested by the committee chairman.

Committee Authority

The committee has the authority to retain, as appropriate, an outside consultant to assist in identifying potential board candidates and/or identifying individual skill sets needed to complement the existing board membership. The committee also has the authority to retain independent legal, accounting or other advisors to the extent it is deemed necessary or appropriate. The Corporation shall provide for the funding of such outside advisors.

It is within the authority of the committee to request any officer or employee of the Corporation to meet with members of the Committee or any advisory consultants so retained or to provide assistance to the committee in carrying out its duties.

Duties and Responsibilities

- Develop criteria for identifying and selecting individuals to be nominated for election as a director, including a potential candidate's commitment to high standards of personal and professional integrity, business experience, areas of expertise, community relationships, and other skill sets that would complement the existing Board composition and which are consistent with the Corporation's strategic vision. The ability of the individual to devote the necessary time to service as a Univest Director must be considered, and all candidates must meet the

independence standards established under the rules of the Nasdaq Stock Exchange.

- Recommend to the Board the slate of nominees for election to the Board at the annual meeting of shareholders.
- Identify individuals qualified for election to the Board of Directors in the event a vacancy may occur between shareholder meetings.
- Annually consider the appropriateness of the size of the Board of Directors relative to the Corporation's responsibilities and the expertise of each Board member; make recommendations to the full Board as necessary.
- Consider and evaluate unsolicited director nominations from shareholders; investigate the backgrounds and qualifications of such director nominees.
- Nominate candidates for election as members of Subsidiary Boards and any Advisory Boards to the Corporation.
- Make recommendations to the Board on the structure and operation of all standing Board committees, including committee members to fill vacancies as necessary.
- Establish and monitor an orientation training program for new directors and the continuing education program for all directors.
- Monitor ongoing Corporate Governance issues, and recommend changes to current guidelines and practices as appropriate, including an evaluation of the independence of the directors in accordance with applicable regulatory requirements.
- Review shareholder proposals duly and properly submitted to the Corporation and proposed responses.
- Perform any other activities consistent with this Charter that may from time to time be deemed appropriate.
- Establish and assist in a Board review and effectiveness process on an annual basis.
- Review annually the adequacy of the Nominating Committee Charter, including the committee's responsibilities denoted therein, and submit the Charter to the full board for approval.

November 23, 2005

