

**CHARTER
OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS OF BB&T CORPORATION**

Purpose

The Nominating and Corporate Governance Committee is appointed by the Board to assist the Board in (1) reviewing the qualification and independence of the members of the Board and its various committees on a periodic basis as well as the composition of the Board as a whole; (2) evaluating the performance of incumbent Directors in determining consideration for re-election; (3) recommending Board nominees for election as directors and (4) providing guidance on Board and corporate governance issues.

Committee Membership

Committee members are appointed annually by the Board, and may be replaced by the Board. The Committee shall number at least three. All members must meet the independence requirements of the New York Stock Exchange and any standards of independence as may be prescribed for purposes of any applicable laws and regulations relating to the Committee's duties and responsibilities.

The Committee shall appoint its Chairman annually at the first meeting held following the April Board meeting. The Committee may delegate to its Chairman such power and authority as the Committee deems to be appropriate, except such powers and authorities required by law or regulation to be exercised by the whole Committee or by a subcommittee of at least two members.

Meetings

The Nominating and Corporate Governance Committee shall meet as often as it determines. The Nominating and Corporate Governance Committee meetings may be attended by any officer or employee of the Company, the Company's outside counsel or independent auditor as the Committee deems appropriate. The Nominating and Corporate Governance Committee may meet in Executive Session without members of management in attendance as often as deemed appropriate. The Executive Session may be called by any member of the Nominating and Corporate Governance Committee.

Committee Authority and Responsibilities

As it relates to Directors, the Nominating and Corporate Governance Committee shall:

- ◆ Review qualifications and independence of the members of the Board and its various committees as well as the composition and structure of the Board.
- ◆ Review and make recommendations as to the Board of Directors' committee structure.
- ◆ Assist the Board in identifying and reviewing qualifications of prospective directors of the Corporation. The Committee shall select individuals who demonstrate the highest personal and professional integrity, have demonstrated exceptional ability and judgment and who will be the most effective in serving the long-term interest of the shareholders. The Committee shall have the authority to retain any search firm in order to assist in identifying director candidates. Additionally, the Committee shall have the authority to retain legal counsel and/or advisors, as it deems appropriate, to assist in performing its duties, and to have the authority to approve any related fees.
- ◆ Nominate directors for election by shareholders at the annual meeting of shareholders, or at a special meeting of shareholders.
- ◆ Annually review and recommend to the Board the composition of Board committees.
- ◆ In connection with the nomination process, the Committee shall establish appropriate policies and procedures in determining director nominees, including shareholder recommendations.

As it relates to Corporate Governance, the Nominating and Corporate Governance Committee shall:

- ◆ Annually review and recommend to the Board any changes to the Corporation's Corporate Governance Guidelines, as deemed appropriate.
- ◆ Periodically review, recommend changes, consider exceptions, and monitor compliance with the Code of Ethics for Directors and the Code of Ethics for Senior Financial Officers.

The Nominating and Corporate Governance Committee shall report regularly to the Board of Directors on its activities.

The Committee shall annually review and assess the adequacy of its Charter and recommend to the Board any changes to this Charter. The Committee shall annually review its own performance.