

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

Purpose of Committee

The purpose of the Nominating and Corporate Governance Committee (“Committee”) of the Board of Directors (“Board”) of Compass Bancshares, Inc., (“Company”) is to (1) identify individuals qualified to become Board members, and to recommend nominees for the next annual meeting of shareholders; and (2) to recommend general corporate governance guidelines applicable to the Company.

Committee Membership

The Committee shall consist of all directors of the Company who meet the independence requirements of The Nasdaq Stock Market, Inc.

A majority of the members shall constitute a quorum.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. To identify individuals qualified to become Board members for recommendation to the Board, and to recommend to the Board the names to stand for election as director at the annual meeting of the shareholders or at any special meeting of the shareholders and to determine any minimum qualifications, as well as any specific qualities or skills, that it believes any director nominee should possess.
2. In the case of a director nominee to fill a Board vacancy, to make a recommendation (as required) as to the class of directors in which the individual should serve.
3. To receive, review and evaluate nominee recommendations made by shareholders and other sources.
4. To make recommendations from time to time as to changes that the Committee believes to be desirable in the size of the Board or any committee thereof.
5. To make recommendations from time to time as to the establishment of any new committees of the board that the Committee believes to be necessary or desirable.
6. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes for approval.

Delegation to Subcommittees

The Committee may form and delegate authority to subcommittees when appropriate.

Meetings and Committee Reports

The Committee shall meet as frequently as circumstances dictate. The Committee shall make regular reports as applicable.

Resources and Authority of the Committee

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.