

MERCANTILE BANKSHARES CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The purpose of the Nominating and Corporate Governance Committee of the board of directors of Mercantile Bankshares Corporation shall be to assist the board (i) in identifying qualified individuals to become board members, (ii) in determining the composition of the board of directors and its committees, (iii) in developing and monitoring a process to assess board effectiveness, and (iv) in developing and implementing the company's corporate governance guidelines.

The committee shall consist of a minimum of four directors. Members of the committee shall be appointed and may be removed by the board of directors. Each member of the Committee shall meet the independence and general experience requirements, if any, as mandated by the Nasdaq Stock Market, Inc. and relevant listing standards.

In furtherance of its purpose, the committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the board of directors and to select director nominees (including incumbent directors required to stand for reelection) to be presented for stockholder approval at the annual meeting. The committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgement and who shall be most effective, in conjunction with the other members to the board, in collectively serving the long-term interests of the stockholders.
2. To review the board of directors' committee structure and to recommend to the board for its approval directors to serve as members of each committee. The committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
3. To develop and recommend to the board of directors for its approval a set of corporate governance guidelines. The committee shall monitor compliance with the guidelines and recommend changes as appropriate.
4. To develop and recommend to the board of directors for its approval an annual self-evaluation process of the board and its committees. The committee shall oversee the annual self-evaluations.
5. To review on an annual basis director compensation and benefits.
6. To review periodically the Company's Code of Business Conduct and Ethics, Insider Trading Policy and other appropriate corporate governance policies and procedures and make recommendations for changes as appropriate.

The committee shall have the authority to delegate any of its responsibilities to subcommittees, as the committee may deem appropriate in its sole discretion.

The committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the committee may deem appropriate in its sole discretion. The committee shall have the sole authority to approve related fees and retention terms.

The committee shall report its actions and recommendations to the board after each committee meeting and shall conduct and present to the board an annual performance evaluation of the committee. The committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the board for approval.

Adopted: November 25, 2003