

**CHARTER OF THE  
GOVERNANCE AND NOMINATING COMMITTEE  
OF THE  
BOARD OF DIRECTORS OF UNITED BANKSHARES, INC.**

**I. AUTHORITY AND COMPOSITION**

The Committee is established pursuant to the By-Laws of United Bankshares, Inc. Committee members, who must number at least three Directors, are appointed annually by the Board and may be replaced by the Board. None of the Committee members may be an officer or former officer of the Corporation. The Committee may appoint a Secretary, who need not be a Director. The Committee Chairman shall be appointed by the Board.

The members of the Committee shall meet the independence requirements of the National Association of Securities Dealers Quotation System (NASDAQ) and shall meet any other standards of independence as may be prescribed for purposes of any federal securities laws relating to the Committee's duties and responsibilities.

**II. PURPOSE OF THE COMMITTEE**

The Committee's purpose is to assist the Board in promoting the best interests of the Corporation and its shareholders through the implementation of sound corporate governance principles and practices. The Committee will accomplish this by: (1) assisting the Board by identifying individuals qualified to become Board members, and recommending to the Board, the Director nominees for the next annual meeting of shareholders; (2) approving the Director nominees and any subsequent changes in the subsidiary banks boards; (3) reviewing the qualifications and independence of the members of the Board and its various Committees on a regular periodic basis and making any recommendation the Committee members may deem appropriate from time to time concerning any recommended changes in the composition of the Board and its committees; (4) recommending to the Board the Corporate Governance Guidelines and Standards regarding the independence of outside directors applicable to the Corporation and reviewing such Guidelines and Standards and the provisions of this Charter on a regular periodic basis to confirm that such Guidelines, Standards, and this Charter remain consistent with sound Corporate Governance practices and with any legal, regulatory or NASDAQ requirements and any recommendations of the federal banking regulators regarding general best corporate governance practices; (5) monitoring the Board's and the Corporation's compliance with any commitments made to the Corporation's regulators or otherwise regarding changes in corporate governance practices; and (6) leading the Board in its annual review of Committee Charters and the Board's performance.

### III. REPONSIBILITIES OF THE COMMITTEE

*The following activities are set forth as a guide with the understanding that, to the extent permitted by law, the Committee may diverge from this guide as it considers appropriate.*

- (a) Identify potential candidates for nomination as Directors on an ongoing basis, in such a manner as the Committee deems appropriate;
- (b) Recommend to the Board the number of Directors to be elected and a slate of nominees for election as Directors at the Corporation's annual meeting of shareholders; and approving the Director nominees and any subsequent changes in the subsidiary banks boards;
- (c) Recommend to the Board persons to be appointed as Directors in the interval between annual meetings of the Corporation's shareholders;
- (d) Recommend to the Board standards for determining outside director independence consistent with the requirements of the NASDAQ and other legal or regulatory corporate governance requirements and review and assess these standards on a periodic ongoing basis;
- (e) Oversee matters related to the compensation and benefits of outside, non-employee Directors and make such recommendations to the Board as the Committee deems appropriate;
- (f) Recommend to the Board such changes to the Board's Committee structures and Committee functions, as the Committee deems advisable;
- (g) Review any proposed amendments to the Corporation's Articles of Incorporation and By-Laws and recommend appropriate action to the Board;
- (h) Review and assess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval;
- (i) Receive comments from all Directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board near or following the end of each fiscal year.

**With respect to the responsibilities listed above, the Committee shall:**

- (a) Report regularly to the Board on its activities;
- (b) Maintain minutes of its meetings and records relating to those meetings and the Committee's activities;
- (c) Have the sole authority to retain and terminate any search firm to be used to identify Director candidates and to approve the search firm's fees and other retention terms;
- (d) Have authority to obtain advice and assistance from internal or external legal, accounting or other advisor;
- (e) Form and delegate authority to subcommittees of one or more committee members when appropriate;
- (f) Review and reassess the adequacy of all Committee Charters annually and recommend to the Board any proposed changes to the Charters; and
- (g) Annually review the all of the Committees' performance with the Board of Directors.

#### **IV. GENERAL**

**In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports, or statements prepared or presented by:**

- (a) One or more officers or employees of the Corporation whom the Committee members reasonably believe to be reliable and competent in the matters presented;
- (b) Counsel, independent auditors, or other persons as to matters which the Committee members reasonable believe to be within the professional or expert competence of such a person; or
- (c) Another Committee of the Board as to matters within its designated authority in which the Committee members reasonably believe to merit confidence.