

**FIRST CHARTER CORPORATION**  
**Governance and Nominating Committee Charter**

As approved for amendment by the First Charter Corporation Board of Directors on February 23, 2005.

**I. Purpose**

The purpose of the Governance and Nominating Committee (the “Committee”) of First Charter Corporation (the “Corporation”) is to assist the Board of Directors (the “Board”) with its oversight responsibilities relating to the Corporation’s affairs in the areas of corporate governance and Board membership.

**II. Composition**

Membership of the Committee shall consist of not less than three directors as determined by the Board. The Committee shall only include directors who satisfy the independence requirements of The NASDAQ Stock Market, Inc., and any other applicable laws, rules or regulations, which are in effect from time to time, as determined by the Board.

The members of the Committee shall be appointed by the Board. The Board shall designate one member of the Committee as its Chair. The members of the Committee shall serve at the pleasure of the Board or until successors are appointed.

**III. Duties and Responsibilities**

To carry out its purpose, the Committee shall have the following duties and responsibilities:

1. The Committee shall identify and recommend individuals qualified to become members of the Board and to recommend to the Board (a) director nominees to be presented for shareholder approval at the annual meeting of shareholders and (b) director candidates to fill vacancies on the Board as they arise. The Committee shall select individuals as director nominees who shall have recognized personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the Corporation and its shareholders.
2. The Committee shall evaluate and make recommendations to the Board, in its discretion, director nominees recommended by shareholders in accordance with the procedures set forth in the Corporation’s Bylaws.
3. The Committee shall nominate Board officers for election by the Board.
4. The Committee shall review the Board’s committee structure and composition and 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. The Committee shall review the responsibilities of each of the committees and shall review committee charters to ensure that all responsibilities are described and that there is no duplication. The Committee shall also recommend new or revised committee charters to the full Board for formal approval as appropriate.

5. The Committee shall assist in the development and implementation of the Corporation's corporate governance guidelines (the "Guidelines"). The Committee shall review the Guidelines on an annual basis, or more frequently if appropriate, and recommend changes to the Board for approval as necessary.
6. The Committee shall assist management in the preparation of the disclosure in the Corporation's annual Proxy Statement regarding the operations of the Committee and the Corporation's director nomination policy and procedures in accordance with the applicable rules of the Securities Exchange Commission.
7. The Committee shall monitor the independence of the members of the Board.
8. The Committee shall annually assess the performance of the Board as a whole in light of the Guidelines and the respective committee charters and make reports to the Board with regard to its assessment.
9. The Committee shall develop and recommend to the Board for approval the Code of Business Conduct and Ethics applicable to the employees, executive officers and directors of the Corporation and its subsidiaries.
10. The Committee shall encourage directors to take part in continuing education programs and shall assist management in the identification of appropriate topics to be discussed at the Corporation's periodic director education sessions. Further, the Committee shall assist management in the development of a new director orientation program.
11. The Committee shall periodically report to the Board on succession planning with respect to the Chief Executive Officer of the Corporation.
12. The Committee shall meet at least four times annually and at such other times as it deems advisable and shall report its actions and recommendations to the Board at the next regularly scheduled Board meeting following each such meeting of the Committee.
13. The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
14. The Committee shall annually assess its own performance in fulfilling its duties and responsibilities under this Charter.
15. The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

#### **IV. Resources and Authority**

The Committee shall have the resources and the authority to discharge its duties and responsibilities, including the sole authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, accountants or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the Board or management. More specifically, the Committee shall have the authority to retain and terminate any search firm or consultant to assist the Committee in identifying director candidates.