

**CHARTER OF THE NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS OF
PARK NATIONAL CORPORATION**

This Charter (this “Charter”) identifies the purpose, composition, duties and responsibilities of the Nominating Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of Park National Corporation (the “Company”).

PURPOSE

The purpose of the Nominating Committee is to identify qualified candidates for election, nomination or appointment to the Board and recommend to the Board a slate of director nominees for each annual meeting of the shareholders of the Company or as vacancies occur between annual meetings of the shareholders. In addition, the Nominating Committee shall provide oversight on matters surrounding the composition and operation of the Board, including the evaluation of Board performance and processes, and make recommendations to the Board and the Chairman of the Board in the areas of Board committee selection, including Board committee chairpersons and rotation practices of Board committee members and Board committee chairpersons.

The Nominating Committee shall have the authority to undertake the specific duties and responsibilities listed below and shall have the authority to undertake such other duties and responsibilities as the Board may from time to time prescribe.

COMPOSITION

The Nominating Committee shall consist of at least three members of the Board. Each member of the Nominating Committee shall be free of any relationship which, in the opinion of the Board, may interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director of the Company. All members of the Nominating Committee must:

- satisfy the independence requirements prescribed by applicable sections of the American Stock Exchange (“AMEX”) Company Guide or other corporate governance requirements of AMEX; and
- satisfy any other standards of independence that may from time to time be in effect and applicable to the Nominating Committee.

The members of the Nominating Committee shall be appointed to the Board based primarily upon experience, education and skills necessary to contribute to the Nominating Committee. To the extent deemed appropriate by the Nominating Committee, the Nominating Committee may recommend successor members of the Nominating Committee to the Board. The members of the Nominating Committee shall serve at the pleasure of the Board.

The Nominating Committee shall be chaired by one of its members appointed by the Board.

DUTIES AND RESPONSIBILITIES

In furtherance of its purpose, the Nominating Committee shall have the following specific duties and responsibilities:

1. When considering candidates for the Board, the Nominating Committee may consider such factors as it deems appropriate, including: judgment; skill; diversity; strength of character; experience with businesses and organizations of comparable size or scope; experience as an executive of, or adviser to, a publicly traded or private company; experience and skill relative to other Board members; specialized knowledge or experience; and desirability of the candidate's membership on the Board and any committees of the Board.
2. At such time as a candidate for the Board is recommended by one or more shareholders of the Company, the Nominating Committee may consider the factors described in numbered paragraph 1 above. Each shareholder recommendation of a candidate for the Board must comply with any shareholder nomination requirements set forth in the Company's Regulations and applicable laws, rules and regulations.
3. Reviewing recommendations to the full Board concerning all nominees for Board membership, including the re-election of existing Board members and the filling of any vacancies.
4. Evaluating and making recommendations to the full Board concerning assignments to Board committees and Board committee chairpersons.
5. Monitoring the orientation and training needs of directors and recommending action to the Board, individual directors and management where appropriate.
6. Reviewing and reassessing the adequacy of this Charter and submitting any suggested changes to the Board for review and approval as needed.

The foregoing duties and responsibilities shall be common, recurring activities of the Nominating Committee in carrying out its purpose. The Nominating Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Nominating Committee shall also carry out any other duties and responsibilities delegated to it by the Board from time to time that are related to the purpose of the Nominating Committee.

MEETINGS

The chairperson of the Nominating Committee or any member of the Nominating Committee may call a meeting of the Nominating Committee. All members of the Nominating

Committee are expected to attend each meeting, in person or via teleconference or other means of electronic communications permitted under applicable law and the Company's Articles of Incorporation and Regulations. If a Committee member cannot be present by these means, another independent Corporation Board member may substitute for the absent member.

The Nominating Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Nominating Committee may act by a majority of its members at a meeting or without a meeting if all members consent to the action in writing or by any means of electronic transmission permitted under applicable law. At each regularly scheduled meeting of the Board, the chairperson of the Nominating Committee shall provide the Board with a report of the Nominating Committee's activities and proceedings.

The Nominating Committee may have in attendance at its meetings such members of management or others as the Nominating Committee may deem necessary or desirable to provide the information the Nominating Committee needs to carry out its duties and responsibilities.

GENERAL

The Nominating Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of any search firm to be used to identify director candidates, outside counsel, whether the Company's general outside counsel or special counsel, and such other experts or consultants as it deems appropriate, without seeking additional approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Nominating Committee.

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

- One or more officers or employees of the Company whom the Nominating Committee members reasonably believe to be reliable and competent in the matters prepared or presented;
- Counsel, search firms or other persons as to matters which the Nominating Committee members reasonably believe to be within the professional or expert competence of such persons; and
- Another committee of the Board, upon which the Nominating Committee members do not serve, as to matters within such other committee's designated authority, which committee the Nominating Committee members reasonably believe to merit confidence.