

NB&T Financial Group, Inc.

Nominating Committee Charter

1. **Members.** The Nominating Committee (the "Committee") of the Board of Directors (the "Board") of NB&T Financial Group, Inc. (the "Company") shall consist of at least three independent directors, including a chair and such other independent directors as the Board shall from time-to-time appoint. An "independent director" is a director who meets the definition of "independent" under the listing standards of The NASDAQ Stock Market, as determined by the Board.

2. **Purpose and Duties.** The purpose of the Committee shall be to search for and identify individuals qualified to become members of the Board; receive and evaluate recommendations for potential Board members from shareholders; review the independence of potential directors under the regulations of the Securities and Exchange Commission and the rules of The NASDAQ Stock Market; recommend to the Board the slate of director nominees to be elected by shareholders; recommend directors to be elected by the Board to fill any vacancies; perform the duties given to it in this charter; and handle other matters as the Board deems appropriate.

3. **Committee Goals and Responsibilities:**

- Identify and evaluate prospective candidates for the Board. The Committee shall look for candidates who, both individually and as a group, meet the Company's strategic needs and will be most effective in meeting the long term interests of the Company and its shareholders; possess the highest personal values, judgment and integrity; have an understanding of the regulatory and policy environment in which the Company does its business; and have diverse experience in the key business, financial, and other challenges that face the Company. Criteria for selection shall include:
 - whether a current board member wishes to be re-elected;
 - if a new nominee is needed, the skills and experience desired in a new director, such as community involvement, marketing or sales experience, financial expertise, business experience, technological knowledge or business development expertise; and
 - whether the potential nominees are shareholders of the Company.
- Receive and evaluate suggestions concerning possible candidates for election to the Board, including nominations made by the Board and by shareholders.
- Recommend to the Board a slate of potential nominees to be proposed at the Company's annual meeting of shareholders, including the nomination of incumbent directors for re-election, as appropriate.
- Consider and recommend to the Board retirement and other tenure policies for directors.
- Review directorships in other public companies held by or offered to directors of the Company.
- Annually evaluate the performance of the Committee and the adequacy of the Committee's charter.
- Review senior management membership on outside boards.

4. **Outside Advisors.** The Committee shall have the authority to retain such outside counsel, experts, and other advisors, including search firms to identify director candidates, as it determines appropriate to assist it in the full performance of its functions.

5. **Meetings.** The Committee shall meet as often as it deems necessary or appropriate and at such times and places as it may determine. A majority of the Committee shall constitute a quorum. Meetings of the Committee may be held through any communications equipment if all persons participating can hear each other, and participation in a meeting pursuant to this provision shall constitute presence at such meeting. Minutes shall be kept and provided to the Board. The Committee shall make reports to the Board on its activities at such times, as the Committee deems appropriate.