

**NB&T Financial Group, Inc.**  
**Nominating and Corporate Governance Committee Charter**

**Purpose**

The Nominating and Corporate Governance Committee (the "Committee") is responsible for general oversight in governance matters relating to the NB&T Financial Group, Inc. Board of Directors. The Committee identifies individuals qualified to become Board members and recommends director nominees for the annual meeting of shareholders. The Committee also recommends and implements policies and procedures intended to assist the Board of Directors in operating efficiently and meeting its fiduciary obligations to the Company and its shareholders.

**Membership**

The Committee shall be composed of a minimum of three non-management directors, each of whom shall be independent as defined by the independence requirements of The NASDAQ Stock Market LLC Listing Rules and all other applicable laws, rules and regulations governing director independence, as determined by the Board. Each Committee member shall be appointed annually by the Board. The Board will also approve the Committee Chair.

**Responsibilities**

To fulfill its purpose, the Committee shall:

1. determine the skills and qualifications required of directors, and develop the selection criteria for potential director candidates;
2. make recommendations to the full Board regarding the size and composition of the Board and the tenure of directors;
3. identify candidates qualified to become Board members who reflect specified criteria and review candidates recommended by other Board members or shareholders;
4. consider candidates recommended by shareholders in the same manner as candidates recommended by directors or others;
5. recommend to the Board candidates to fill vacancies on the Board and to stand for election as directors at the next annual meeting of shareholders;
6. annually evaluate and make recommendations to the Board on the overall effectiveness of the Board through an annual review and evaluation of the structure, size, composition, development, selection and process of the Board and its committees;
7. annually review and recommend to the Board the assignment of Board members to each of the Board's committees, including rotation, reassignment and removal of any committee member;

8. consider matters of corporate governance and periodically review, reassess and recommend proposed changes for Board approval of the duties and obligations of Company Board members and any corporate governance guidelines;
9. monitor Company compliance in the areas of corporate governance pursuant to The NASDAQ Stock Market LLC Listing Rules and best practices, including a review of the independence of the directors, in order to report and make recommendations to the Board with respect to such requirements and practices;
10. identify and bring to the attention of the Board current and emerging corporate governance trends and issues that may affect the business operations, performance and public image of the Company;
11. together with the Chair of the Compensation Committee, annually conduct the annual performance review of the Chief Executive Officer;
12. prepare, and report to the Board the results of, an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this charter;
13. review, at least annually, the Committee's charter and recommend any proposed changes to the Board for approval;
14. maintain appropriate minutes and records of Committee meetings and make regular reports to the Board; and
15. discharge any other duties or responsibilities delegated to the Committee by the Board of Directors of the Company from time to time.

### **Meetings**

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chair shall preside at each meeting. In the event the Committee Chair is not present at the meeting, the Committee members present shall designate one of its members as the acting chair of such meeting. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present shall be the act of the Committee.

### **Resources and Authority of the Committee**

The Committee shall have resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board of Directors or management.