

**FIRST CITIZENS BANC CORP**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**  
**CHARTER**

**I. PURPOSE OF COMMITTEE**

The Nominating and Corporate Governance Committee will assist the Board in identifying individuals qualified to become Board members, will nominate Directors to serve on Board Committees and individuals to serve on the boards and committees of the Company's subsidiaries, and will oversee a process to assess the effectiveness of the Board, its members and board members of the Company's subsidiaries. The Committee will assist the Board in new director orientation and the continuing education of directors, and it will periodically review director compensation. The Committee will also provide guidance on Board and corporate governance issues and will recommend to the Board corporate governance guidelines for application to the Company.

**II. MEMBERSHIP**

The members of the Nominating and Corporate Governance Committee shall be appointed by the Board and may be removed by the Board at its discretion. The Committee shall consist of at least three Directors. Each member of the Committee must, in the judgment of the Board, qualify as an independent director under the standards for Nasdaq National Market issuers and any standards for independence that may be prescribed for purposes of any federal or state securities, tax, banking or other laws applicable to the Company or its activities, duties and responsibilities.

### **III. AUTHORITY AND RESPONSIBILITIES**

The Committee shall have the following authority and responsibilities:

1. To identify individuals qualified to be members of the Board. In identifying qualified individuals, the Committee may conduct its own inquiries and will receive suggestions from other Directors, shareholders and other sources.
2. To investigate and evaluate the background and suitability of potential nominees for membership on the Board considering the Board's composition, including the expertise, diversity, and balance of inside, outside and independent directors, and considering the qualifications of the potential nominees based upon any appropriate criteria that the Committee will adopt.
3. To recommend to the Board candidates for election to or appointment to fill vacancies on the Board and candidates for the boards of the Company's subsidiaries.
4. To make recommendations to the Board regarding committee structure and membership.
5. To review and recommend to the Board director compensation.
6. To arrange training and orientation programs for new Directors and continuing education programs for Directors.
7. To evaluate the effectiveness of the Board, its Committees, the boards of the Company's subsidiaries and the members of each.

8. To recommend to the Board corporate governance policies and guidelines, to review them periodically and to recommend changes as appropriate.
9. To consider any other corporate governance issues that arise concerning the Company.
10. To periodically review the Committee's charter and recommend any appropriate changes.

#### **IV. GENERAL**

The Committee may delegate any of its responsibilities to subcommittees of its members.

The Committee may retain outside counsel and other advisors to the extent that it deems appropriate and shall have the authority to approve their fees and retention terms. The Committee shall also have the authority to request the services of Company employees to assist it in satisfying its duties.

The Committee shall keep minutes of its meetings and report its actions to the Board. It shall conduct and review with the Board a performance evaluation of the Committee.