

# **FIRSTMERIT CORPORATION**

## ***Corporate Governance and Nominating Committee Charter***

### ***Purpose***

The purpose of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors of FirstMerit Corporation (the "Company") is to (1) identify and recommend individuals to the Board for nomination as members of the Board and its committees; (2) develop and recommend to the Board a set of corporate governance principles applicable to the Company; (3) lead the Board in its annual review of the Board's performance; and (4) consider and recommend to the Board training and education opportunities for Board members.

### ***Committee Membership***

The Committee shall consist of three or more independent members of the Board, i.e. directors who neither are officers or employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who are otherwise "independent" under the rules of The NASDAQ Stock Market LLC.

The members of the Committee shall be appointed and replaced by the Board. Members shall serve at the pleasure of the Board and for such term, or terms, as the Board may determine.

### ***Committee Structure and Operations***

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least twice a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

### ***Committee Duties and Responsibilities***

The following are the duties and responsibilities of the Committee:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
2. Identify and evaluate individuals believed to be qualified to become Board members, review individuals recommended and/or nominated by shareholders to be considered as candidates for the Board and advise the Board of the nominees recommended to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders, consistent with criteria approved by the Board as reflected in the Corporate Governance Guidelines. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders.

In selecting, reviewing and recommending candidates, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company's Corporate Governance Guidelines, and such other factors as the Committee deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable nature or size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate is considered to be a desirable addition to the Board and any committees of the Board. In accordance with the Company's Second Amended and Restated Code of Regulations, the Committee shall evaluate any candidate recommended by a shareholder of the Company in the same manner and by the same criteria used to evaluate candidates recommended by the directors or by management, provided that such shareholder recommendation has been made with sufficient time for full evaluation and provided that the shareholder has submitted in writing to the Committee the information about the recommended candidate as set out in the Corporate Governance Guidelines.

3. Develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
4. Review and approve all related party transactions in accordance with applicable laws and regulations.
5. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In recommending a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board and the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
6. Make reports on the activities of the Committee following each meeting of the Committee to the Board at its next meeting subsequent to that of the Committee.
7. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.
8. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and Board Committees.
9. Review and reassess the Company's Code of Business Conduct and Ethics and Corporate Governance Guidelines and recommend any proposed changes to the Board.
10. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
11. Prepare and issue the evaluation required under "Performance Evaluation" below.
12. Maintain appropriate minutes and records of Committee meetings and make such material readily available for inspection by any Director.
13. Consider and advise Board relative to training and education opportunities for Board members.

14. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

### ***Delegation to Subcommittee***

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

### ***Performance Evaluation***

The Committee shall prepare and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

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

The Committee shall have the 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 or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

*A copy of this Charter is posted on the Company's website. Go to [www.firstmerit.com](http://www.firstmerit.com) and click on Investor Relations.*