

NBT Bancorp Inc.  
Nominating and Corporate Governance Committee Charter

**Purpose of the Committee**

The Nominating and Corporate Governance Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and by recommending to the Board the director nominees for the next annual meeting of stockholders; (2) to develop, recommend and annually review with the full Board, a set of Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Corporate Governance Guidelines and the Board's performance; (4) to recommend to the Board director nominees for each Board Committee; and (5) perform such other or additional duties and responsibilities as may be assigned to the Nominating and Corporate Governance Committee by the Board.

**Committee Membership**

The Nominating and Corporate Governance Committee shall consist of no fewer than three members of the Board as determined by the Board of Directors, all of whom shall meet the independence requirements of the NASDAQ Stock Market, Inc. (NASDAQ) and any other standards of independence as may be prescribed for purposes of any federal securities laws regulating the Company's duties and responsibilities and shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The Board shall designate one of the Nominating and Corporate Governance Committee members to serve as the Chairman of the Committee, who shall preside at all Committee meetings. In the absence of a Chairman, and provided a quorum is present, the remaining members of the Committee present may designate from among the Committee's membership a Chairman pro tem to preside at such meeting.

Members of the Committee shall be appointed and may be removed by the Board.

**Committee Powers, Authority, Duties and Responsibilities**

1. The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Nominating and Corporate Governance Committee shall also have the authority to obtain advice and assistance from internal or outside legal, accounting or other advisors.
2. The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify CEO candidates, including the sole authority to approve the search firm's fees and other retention terms.
3. The Nominating and Corporate Governance Committee shall establish criteria for the selection of new directors, evaluate the qualifications and independence of potential candidates for director, including any nominees submitted by stockholders under and in accordance with the provisions of the Company's By-Laws, rules or regulations promulgated by the Securities and Exchange Commission (SEC) the NASDAQ, or other applicable regulating agencies. The Committee will recommend to the Board the number of directors to be elected and a slate of nominees for election at the next annual meeting or any special meeting of stockholders and any person to be considered to fill a Board vacancy or a newly created directorship resulting from any increase in the authorized number of directors.
4. In the event the Company is legally required by contract or otherwise to provide third parties with the ability to designate directors, the selection and nomination of such directors may not be subject to the process set forth herein.
5. The Nominating and Corporate Governance Committee shall oversee the orientation and training of newly elected directors. The Committee shall review and recommend, continuing orientation programs for members of the Board.
6. The Nominating and Corporate Governance Committee in concert with the Compensation and Benefits Committee shall be responsible for making recommendations to the Board about succession planning for the CEO.

7. Based in part on feedback from the committees, the Nominating and Corporate Governance Committee shall review annually the purpose of the Committees of the Board, recommend to the Board any changes deemed necessary or desirable to the purpose of the Committees and whether any Committees should be created or discontinued, and recommend to the Board, the Chairman and directors to be appointed to each Committee.
8. The Nominating and Corporate Governance Committee shall annually recommend to the Board of Directors, nominees for each Board Committee, taking into account the listing standards of the NASDAQ Stock Market, Inc. and applicable laws, rules and regulations, including, with respect to the Compensation and Benefits Committee, whether Compensation and Benefits Committee members meet the definitions of (a) a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (b) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Nominating and Corporate Governance Committee shall also advise the Board on removal of any Board Committee members.
9. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company annually and recommend any proposed changes to the Board for approval, including any changes in director qualifications.
10. The Nominating and Corporate Governance Committee shall review and assess the Company's compliance with the Corporate Governance Guidelines and requirements established by the NASDAQ Stock Market, Inc. and the requirements established under the Sarbanes-Oxley Act and by applicable laws and regulations.
11. The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees if determined to be necessary or advisable.
12. The Nominating and Corporate Governance Committee shall make reports to the Board at its next regularly scheduled meeting following the meeting of the Nominating and Corporate Governance Committee accompanied by any recommendation to the Board.
13. The Nominating and Corporate Governance Committee shall (i) review and reassess the adequacy of this Charter and its own performance annually and present recommendations for any proposed changes to the Board for approval and (ii) ensure that this Charter is published or otherwise made publicly available as required by the rules and regulations established the Securities and Exchange Commission and NASDAQ.
14. The Nominating and Corporate Governance Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.
15. The Committee will meet at least two times each year, or more frequently as circumstances dictate. The Committee may invite to its meetings, any director, officer and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee shall meet periodically in Executive Session without Company Management present.
16. The Nominating and Corporate Governance Committee shall confirm that each standing committee of the Board has a charter in effect and that such charter is reviewed at least annually by its committee.
17. The Nominating and Corporate Governance Committee shall recommend to the Board for its approval (every two years) the annual self-assessment process of the Board and its committees. The Nominating and Corporate Governance Committee shall be responsible for overseeing the annual self-assessments.
18. The Nominating and Corporate Governance Committee Chairman shall be notified by the Executive Management Team and Board of Directors of any changes in positions on outside boards. Members of the Board will also notify the Chairman of this committee relative to changes in employment. The Chairman of the Nominating and Corporate Governance Committee will make these required disclosures to the Chairman of the Board.