

# **COMMUNITY BANKERS TRUST CORPORATION**

## **NOMINATING AND GOVERNANCE COMMITTEE**

### **CHARTER**

**Amended September 19, 2014**

#### **Overview**

The Nominating and Governance Committee is appointed by the Board of Directors of Community Bankers Trust Corporation to assist the Board in the fulfillment of its oversight responsibilities with respect to the Company's corporate governance. The Charter of the Committee consists of the following sections:

- Purpose
- Committee Composition and Meetings
- Authority
- Identification and Evaluation of Director Nominees
- Nominations from Shareholders
- Other Committee Responsibilities

#### **Purpose**

The Committee is responsible primarily for making recommendations to the Board of Directors regarding the membership of the Board, including (i) recommending to the Board the slate of director nominees for election at each annual meeting of shareholders, (ii) considering, recommending and recruiting candidates to fill any vacancies or new positions on the Board, including candidates that may be recommended by shareholders, (iii) establishing criteria for selecting new directors and (iv) reviewing the backgrounds and qualifications of possible candidates for director positions. The Committee is also responsible for developing and recommending to the Board corporate governance principles, policies and related matters required by federal securities laws applicable to the Company.

#### **Committee Composition and Meetings**

The Committee shall be composed of three or more directors, none of whom shall be executive officers or employees of the Company and each of whom shall satisfy the applicable "independence" requirements of the Securities Exchange Act of 1934, the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder and of the Nasdaq Stock Market's listing standards and rules pertaining to corporate governance.

The Committee's members and Chair shall be appointed by the majority vote of the Board on an annual basis. If a Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership. No member

of the Committee shall be removed except by majority vote of the independent directors of the Board.

The Committee shall meet at least annually, and more frequently as circumstances dictate. The Committee Chair shall prepare an agenda in advance of each meeting.

### **Authority**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. The Committee also will have the right to invite or, if necessary, require any officers or employees of the Company to attend and participate in any meeting of the Committee in order to provide such pertinent information as the Committee requests. The Committee shall regularly report on its meetings to the Board.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. Any such subcommittee, however, shall not consist of fewer than two members, and the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation, or listing standard to be exercised by the Committee as a whole.

### **Identification and Evaluation of Director Nominees**

The process for the identification and evaluation of individuals to be nominated for election to the Board of Directors is as follows:

*Identification.* With respect to identifying nominees for the Board of Directors, the Committee will rely on personal contacts of the members of the Board as well as their knowledge of members of the communities that the Company and its subsidiaries serve. The Committee will also consider director candidates recommended by shareholders as set forth below in the “Nominations from Shareholders” section.

*Evaluation.* With respect to evaluating potential nominees, the Committee will determine whether the candidate is eligible and qualified for service on the Board of Directors by evaluating the candidate under the selection criteria set forth below. In addition, for any new director nominee, the Committee will conduct a check of the individual’s background and interview the candidate.

*Criteria for Director Nominees.* The Committee will consider the following criteria in selecting nominees:

- financial, regulatory and business experience;
- familiarity with and participation in the local community;
- integrity, honesty and reputation;
- dedication to the Company and its shareholders;
- independence; and

- any other factors that the Committee deems relevant, including age, size of the Board of Directors and regulatory disclosure obligations.

The Committee may weight the foregoing criteria differently in different situations, depending on the composition of the Board of Directors at the time. The Committee will strive to maintain at least one director who meets the definition of “audit committee financial expert” under the regulations of the Securities and Exchange Commission.

In addition, prior to nominating an existing director for re-election to the Board of Directors, the Committee will consider and review an existing director’s Board and committee attendance and performance; length of board service; experience, skills and contributions that the existing director brings to the Board; and independence.

### **Nominations from Shareholders**

The Committee will consider candidates recommended by shareholders who appear to be qualified to serve on the Board of Directors and meet the criteria for nominees considered by the Committee. The Committee may choose not to consider an unsolicited recommendation if no vacancy exists on the Board of Directors and the Committee does not perceive a need to increase the size of the board. In order to avoid the unnecessary use of the Committee’s resources, the Committee will consider only those director candidates recommended by shareholders in accordance with the requirements of the Company’s Bylaws, Virginia law and other applicable rules and regulations. The Committee may also require any proposed nominee to furnish such other information as may reasonably be requested.

### **Other Committee Responsibilities**

In addition to the identification, evaluation and nomination of director candidates, the Committee will also:

- Recommend to the Board of Directors those directors to be selected for membership on the various Board committees. Recommendations should consider the qualifications for membership on each committee, the extent to which there should be a policy of periodic rotation of directors among the committees, and any limitations on the number of consecutive years that a director should serve on any one Board committee.
- Recommend individual directors for designation as chairs of Board committees, particularly those that perform oversight functions, such as the Audit and Compensation Committees.
- Review and recommend to the Board for approval, policies to enhance the Board’s effectiveness, including policies with respect to the Board, and the frequency and structure of Board meetings.

- Review periodically any corporate governance guidelines of Company to determine whether they are appropriate for the Company and comply with applicable laws, regulations, and listing standards, and recommend any proposed changes to the Board for approval.
- Review periodically a code of business conduct and ethics for directors, officers (including senior financial officers) and employees. Consider any requests for waiver of any provision of such code and initiate or review any required disclosures with respect to any waiver or any amendment of such code. To the extent any waiver is approved, take such action as is required to report such waiver to the appropriate regulatory and stock listing agencies.
- Review and evaluate the performance of the Board and its members and the performance of the Committee at least annually.
- Coordinate the Board’s evaluation of the performance of the Company’s chief executive officer in conjunction with Compensation Committee of the Board.
- Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.
- Review and assess the adequacy of this Charter at least annually. Submit this Charter to the Board for approval.
- Perform any other activities consistent with this Charter, the Company’s Bylaws and Virginia law, as the Committee or the Board deems necessary or appropriate.

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This Charter shall not be construed in a manner that imposes, upon the Committee or its members, additional duties and responsibilities or a higher standard of conduct or care than that imposed upon directors or committees of boards of directors generally, pursuant to applicable law.