

BRYN MAWR BANK CORPORATION and
The Bryn Mawr Trust Company

Management Development & Compensation Committee Charter

The duties and functions of the Management Development & Compensation Committees (collectively, the “Committee”) of the Boards of Directors of the Corporation and the Bank shall be as follows:

Purpose and Reporting

The Committee is appointed by the Board to:

1. Carry out the board of director’s overall responsibilities relating to management and leadership development and executive compensation.
2. Oversee the Corporation’s and its subsidiaries compensation policies and their specific application to the directors and executive officers of the Corporation and its subsidiaries;
3. Review and discuss with management the Compensation Discussion & Analysis, and based on such review and discussions, if appropriate, recommend that the Compensation Discussion & Analysis be included in the Corporation’s Annual Report on Form 10-K, and Proxy Statement on Schedule 14A. Also review other disclosure required by the Securities and Exchange Commission related to the Compensation Committee and its responsibilities, and
4. Review and discuss executive compensation disclosure for inclusion in the Corporation’s Proxy Statement in accordance with applicable SEC rules and regulations.

Operation of the Committee

Core Responsibilities

1. Assist the board in developing and evaluating potential candidates for executive positions, including the CEO, and oversee the development of executive succession plans.
2. Annually review and provide, if appropriate, recommendations to the full Board regarding the Corporation’s or any of its subsidiaries compensation policies, and programs, which should bear relationship primarily to the successful financial performance of the Corporation and the creation of shareholder value.
3. Review and recommended changes, as needed, to the Corporation’s equity incentive compensation plans and other stock-based plans. The committee shall have and shall execute the full authority of the board of directors to administer such plans.
4. In consultation with the full Board of Directors, annually review and approve corporate goals and objectives relevant to CEO compensation and evaluate the CEO’s performance in light of those goals and objectives. Determine and approve the compensation and perquisites to be paid or provided to the CEO based on this evaluation, taking into account the Corporation’s performance, provided that the CEO may not be present during voting or deliberations on his or her compensation

5. Annually review, and recommend for ratification by the full Board, the compensation of the Board of Directors.
6. Annually review, modify and determine, as appropriate with the CEO the performance of all executive officers (other than the CEO) and determine and approve the compensation and perquisites to be paid or provided to such persons including:
 - base salaries and incentive bonuses;
 - any other executive compensation or perquisite;
 - plan or program which hereafter may be adopted;
 - the terms and conditions of employment contracts and arrangements, if applicable; and
 - equity awards and any other form of long-term compensation.
7. Review, modify and approve, as appropriate, management's recommendations for amendments to the Bank's qualified and non-qualified benefit programs, including the 401(k) Plan. Provide oversight to the Retirement Plan Sub-Committee of the Bank.
8. To the extent not prohibited by applicable law, delegate to the CEO of the Corporation, which she/he may delegate to subordinates, the authority, within established limits, to establish appropriate programs, policies, practices and procedures relating to the compensation of all non-executive employees of the Corporation and its subsidiaries.
9. To maintain regular contact with leadership of the Corporation and its subsidiaries. This should include interaction with the leadership team members, review of any employee survey data and results of any talent planning processes and the development plans for high potential employees.

Composition of the Committee

Members

The Committee will be comprised of independent members of the Board of Directors, one of whom will serve as the Committee's Chair in accordance with and as defined in the listing standards of The NASDAQ Stock Market and any other necessary standards of independence for Committee members under the federal securities and tax laws.

Committee Size

The Committee will have at least three members.

Quorum

A quorum will be considered any two or more members.

Selection of Committee Members

The process for the selection of eligible Board members to serve on the Committee will be in conformance with the procedures described in Section II, Paragraph D, of the Nominating and Corporate Governance Committee Charter of the Board of Directors.

Committee Meetings

The Committee will meet at least two times per year.

Publication of Committee Meeting Minutes

The Committee's Chair, working in conjunction with the Corporate Secretary and/or the Senior Vice President, Human Resources, has responsibility for ensuring that accurate Minutes of the Committee's meetings are maintained and distributed in a timely manner to the other members of the Board of Directors.

Compensation Consultants, Legal Counsel and Other Advisers:

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, termination, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee.

The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- a. the provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser;
- b. the amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- c. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- d. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- e. any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and
- f. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.

Board Involvement with Management

Non-employee directors shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements, prepared or presented by officers or employees of

the Corporation and the Bank whom the non-employee directors believe to be reliable and competent in the matters discussed.

The Committee's Chair, working in conjunction with the Bank's Senior Management, shall meet annually to review and evaluate the scope and effectiveness of the material reviewed by the Committee during the prior year and to set the routine Agenda items for the forthcoming year.

The Committee's Chair, working in conjunction with the Committee's members and the Corporation's Secretary shall review and reassess the adequacy of this Committee Charter on an annual basis and submit it, with any proposed amendments, to the Board for approval.