

BRYN MAWR BANK CORPORATION
AND
THE BRYN MAWR TRUST COMPANY

Nominating and Corporate Governance Committee Charter

The duties and functions of the Nominating and Corporate Governance Committee (“Committee”) of the Boards of Directors (collectively, the “Board”) of each of the Bryn Mawr Bank Corporation and The Bryn Mawr Trust Company (collectively, the “Corporation”) shall be as follows:

I. Purpose

The Nominating and Corporate Governance Committee is appointed by the Board to:

- A. Identify individuals qualified to become Board members;
- B. Recommend the director nominees for the Board to present for shareholder approval at the next annual meeting of shareholders;
- C. Recommend to the Board the director nominees to fill vacancies on the Board as necessary;
- D. Assist the Board and the Corporation in interpreting and applying corporate governance guidelines;
- E. Review and assess the adequacy of the Corporation’s policies and practices on corporate governance including the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval; and
- F. Review, assess the adequacy of and approve the Corporation’s code of ethics and business conduct, and code of personal conduct and related policies and guidelines (collectively, “business and personal codes of conduct”).

II. Composition of the Nominating and Corporate Governance Committee

A. Members

The Nominating and Corporate Governance Committee will be composed of only independent members of the Board, as defined under the listing standards of the NASDAQ Stock Market, one of whom will serve as the Committee's Chair.

B. Committee Size

The Nominating and Corporate Governance Committee will have at least four members.

C. Selection of Committee Members

The Committee Members will be appointed by the Board of Directors and may be removed by the Board of Directors in its discretion.

D. Subcommittees

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

III. Operation of the Nominating and Corporate Governance Committee

A. Authority and Responsibilities. The Nominating and Corporate Governance Committee shall, in accordance with all applicable SEC laws, rules, and regulations and the listing standards of the NASDAQ Stock Market:

1. Identify individuals qualified to become members of the Board;
2. Recommend to the Board the director nominees to be presented by the Board for shareholder approval at the annual meeting;
3. Recommend to the Board the director nominees to fill vacancies on the Board as necessary;
4. Review and assess the adequacy of the Corporation's policies and practices on corporate governance including the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval;
5. Assist the Board and the Corporation in interpreting and applying the Corporate Governance Guidelines;
6. Review, assess the adequacy of and approve the Corporation's Code of Business Conduct and Ethics and Code of Personal Conduct;
7. Coordinate and oversee Director education programs;
8. On an annual basis, conduct a self-evaluation of its performance in fulfilling its duties and responsibilities under this Charter; and
9. Develop and recommend to the Board an annual performance evaluation process for the Board and its committees and oversee that process;
10. Review and recommend, as appropriate, a director orientation and continuing orientation programs for members of the Board;
11. Assist the Board with succession planning for directors; and
12. Address any additional matters as may be required by applicable SEC laws, rules, and regulations and the listing standards of the NASDAQ Stock Market.

B. Committee Meetings and Action

The Nominating and Corporate Governance Committee will meet as often as its members deem necessary to perform the Committee's responsibilities, but at least twice per year. Meetings of the Committee may be held by means of conference telephone, webex or other electronic means where all members present can hear each other. A majority of members shall constitute a quorum. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. A decision may also be taken by unanimous written consent (including by consent via email) of the Committee members.

C. Publication of Committee Meeting Minutes

The Committee's Chair, working in conjunction with the Corporate Secretary, has responsibility for ensuring that accurate Minutes of the Committee's meetings are maintained and made available in the board portal in a timely manner for the other members of the Board.

IV. Nominating and Corporate Governance Committee Guidelines

The Committee shall maintain, and periodically review and recommend to the Board for approval, guidelines addressing the following:

- A. Criteria (such as, but not limited to, independence, experience relevant to the needs of the Corporation, leadership qualities, and diversity) for selection of individuals to be considered as candidates for election to the Board;
- B. Consideration of any director candidates recommended by shareholders;
- C. Procedures to be followed by shareholders in submitting recommendations for director candidates;
- D. A description of the Nominating and Corporate Governance Committee's process for identifying and evaluating nominees for director, including nominees recommended by shareholders;
- E. Compliance with all applicable regulatory disclosure requirements in connection with the Nominating and Corporate Governance Committee processes; and
- F. All such other matters coming before the Committee in the execution of the Committee's responsibilities.

V. Board Involvement with Management

- A. Directors shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
1. One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented.
 2. Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.
 3. A committee of the Board, upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- B. The Committee's Chair, working in conjunction with the Committee's members and the Corporation's Secretary, shall review this Nominating and Corporate Governance Committee Charter at least once every two years and submit it, with any proposed amendments, to the Board for approval.

VI. Additional Authority of the Committee

- A. The Committee shall have the authority to retain outside counsel and other advisors as the Committee may deem appropriate in the conduct of its duties and responsibilities under this Charter.