

FULTON FINANCIAL CORPORATION
Nominating and Corporate Governance Committee Charter
As of September 17, 2019

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Fulton Financial Corporation (the “Corporation”) to: (i) identify individuals qualified to serve as members of the Board of the Corporation, consistent with the criteria established by the by-laws of the Corporation, this Committee and the Board; (ii) recommend that the Board select the director nominees for each annual meeting of shareholders; (iii) assist the Board with corporate governance matters; and (iv) take such other actions within the scope of this charter (the “Charter”) as the Committee deems necessary and appropriate. The Committee has been designated to be and serves as the Nominating and Corporate Governance Committee of the Corporation, and its affiliates, including Fulton Bank, National Association (the “Bank”), and its other subsidiaries.

Membership

The Committee shall be comprised of three (3) or more directors. All members of the Committee shall be, in the opinion of the Board, independent under the independence requirements of the NASDAQ Stock Market (“NASDAQ”).

The Board shall appoint members of the Committee and Committee members are subject to removal at any time by a majority of the Board. The Board may fill any vacancy on the Committee. The Board shall designate one member of the Committee to serve as Chair and another to serve as Vice Chair in the absence of the Chair. Committee members shall be appointed at the Corporation’s annual organizational meeting and shall continue to serve until the Corporation’s next organizational meeting or until the appointment of new members. Committee members may be removed and the vacancies shall be filled by a majority vote of the independent directors of the Board.

Meetings

The Committee shall meet as often as it determines necessary to fulfill its duties and at such times as the Chair or the Vice Chair (in the absence of the Chair) or a majority of the Committee determines, but shall meet not less frequently than quarterly. A simple majority of the voting members of the Committee shall constitute a quorum for the conduct of all business.

To encourage and enhance communication among independent directors, the Committee shall periodically meet in separate executive sessions with the Corporation’s Chief Executive Officer and Chief Legal Officer, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Corporation or a consultant to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Written minutes of the Committee meetings shall be maintained.

Authority and Responsibility

The Committee shall have the sole authority with regard to and be directly responsible for the nomination of candidates for election as director, make recommendations to the Board with respect to qualifications of directors and shall be the committee responsible for corporate governance matters of the Corporation.

The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any outside legal counsel or other advisers retained by the Committee. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisers retained by the Committee and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may rely upon such statistical information and other data regarding governance programs, including information provided by the Corporation's management, as it deems appropriate. Management and employees of the Corporation shall cooperate with the Committee and the Committee shall have unrestricted access to individual members of management and employees and may ask them to attend any meeting of the Committee or to meet with any members of the Committee. In carrying out its duties, the Committee may act in reliance on management and employees of the Corporation, as well as outside advisers, as it deems necessary or appropriate.

The Committee has the power to appoint subcommittees. Except for a subcommittee consisting only of two or more outside directors, no subcommittee shall have any final decision-making authority on behalf of the Committee or the Board.

Escalation

The Committee shall make regular reports of its meetings to the Board, including reports of any significant issues or concern reported to the Committee by the Chief Executive Officer or Chief Legal Officer.

Responsibility and Duties

The Board delegates to the Committee the express authority and specific responsibility to do the following, to the fullest extent permitted by applicable law and the Corporation's by-laws:

1. Evaluate the size and composition of the Board and its Committees and recommend changes to the Board.
2. Identify and evaluate qualified individuals to fill vacancies in the office of a director (including a vacancy created by an increase in the size of the Board).
3. Establish procedures by which shareholders may recommend potential director nominees to the Board.
4. Consider all candidates recommended by the Corporation's shareholders in accordance with the procedures set forth in the Corporation's proxy statement.
5. Make recommendations to the Board regarding the selection of director nominees and make recommendations to the Board regarding committee assignments for directors once elected to the Board.

6. Review and develop the criteria to be used for selecting new directors, including the standards for director independence. The criteria shall include, but not be limited to, such factors as: whether the individual is recommended by executive management of the Corporation; the individual's professional and personal qualifications, including business experience, education and community and charitable activities; the individual's familiarity with one or more of the communities in which the Corporation is located or is seeking to locate; and the diversity the individual may provide to the Board and its Committees.
7. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
8. Make recommendations and reports to the Board and other Board committees with respect to the nominating processes and policies of the Corporation.
9. Review and approve all additions, deletions or changes to the Corporation's Code of Conduct. Advise the Board of any significant weaknesses or deficiencies with respect to the Corporation's Code of Conduct and ethical practices.
10. Ensure compliance with the Corporation's Voluntary Resignation Policy for Non-Management Directors and serve as the designated recipient of all director resignations, which may only be made in writing.
11. Establish and recommend to the Board the Corporate Governance Guidelines and stock ownership guidelines for directors and management.
12. Evaluate significant investor relations issues or letters sent to the Board relating to corporate governance matters.
13. As provided by the Corporation's Corporate Governance Guidelines, in the event that there is a substantial change in the nature of a director's outside employment or other significant change in his or her outside responsibilities, review the continued appropriateness of that director's Board membership and make a recommendation to the Board, as appropriate.
14. Assist management in the preparation of the disclosure in the Corporation's annual proxy statement regarding director independence and the operations of the Committee.
15. Review and recommend to the Board guidelines and procedures to be used by directors in monitoring and evaluating the performance of the Board of Directors and Committees.
16. Conduct an annual self-evaluation by the Committee of its performance relative to its purpose, duties and responsibilities outlined herein and with respect to the requirements of the Charter and report such results to the Board.
17. Ensure that the Board and other committees conduct an annual self-evaluation.
18. Perform such other activities consistent with this Charter, the Corporation's by-laws and governing law as the Committee or the Board deems necessary or appropriate.