

**CHARTER OF THE
RISK COMMITTEE
OF THE
BOARD OF DIRECTORS OF UNITED BANKSHARES, INC.**

I. AUTHORITY AND COMPOSITION

The Committee is established pursuant to the By-Laws of United Bankshares, Inc. Committee members are appointed annually by the Board based on the recommendation of the Board's Governance & Nominating Committee.

The Committee must number at least three, all of whom must meet the independent requirements of the National Association of Securities Dealers Quotation System (NASDAQ) and any standards of independence as may be prescribed for purposes of any federal securities, tax or other laws relating to the Committee's duties and responsibilities.

The Committee may also appoint a Secretary, who need not be a director, and may delegate to its Chairman or other persons such power and authority as the Committee deems to be appropriate, except such powers and authorities required by law to be exercised by the whole Committee or by a subcommittee of at least two members.

The Committee will meet as often as the Committee or the Committee Chairman determines necessary.

II. PURPOSE OF THE COMMITTEE

The Committee's purpose is to provide oversight of the Company's enterprise risk program established to identify, measure, manage and monitor United's significant risk exposures. The Committee is intended to facilitate Board-level oversight of the Enterprise Risk Management Program (ERM Program).

The Committee shall periodically review management's strategies and policies for assessing and managing risk. This is expected to include review of the risk management structure and comprehension of the most significant risks. The Committee is also expected to review capital management activities and make recommendations, as appropriate, to the Board of the Corporation or Bank.

The Committee will have access to any officer or employee of the Company and may retain special counsel to help discharge its responsibilities. The agenda of the Committee will provide time during which the Committee can meet separately in executive session with management including, but not limited to, any Holding Company Officer or any other officer or employee with whom the Committee desires to discuss matters privately.

III. RESPONSIBILITIES OF THE COMMITTEE

The activities described in this section will be the common recurring activities of the Committee in carrying out its purpose and are provided as a guide. The Committee may diverge from this guide as it considers appropriate in the circumstances. The Committee's

responsibility is one of oversight. The Committee has no duty to assure compliance with laws and regulations or to conduct investigations.

A. Enterprise Risk Management

1. Review and approve the ERM Program and review periodic reports associated with its activities.
2. Evaluate the overall levels of risk exposure and review and approve high-level risk appetite (tolerance) statements for each risk category.
3. Review actions taken with respect to any matters related to the Committee's purpose and requiring Board or management attention, as contained in any regulatory agency examination report, audit report, or self-assessment.
4. Review and approve designated enterprise policies that reflect the Company's risk management philosophy, principles, and limits.
5. Review management's assessment of the enterprise risk profile and alignment with the Company's strategic plan.

B. Credit Risk

1. Review management's reports on the Company's overall credit risk profile and whether it is within established policy limits.
2. Review management's assessments of asset quality and asset quality trends and the effectiveness of credit risk management practices, and such other related matters as management or the Committee may deem relevant to the Committee's purpose.
3. Review assessments prepared by the loan review function.

C. Market and Liquidity Risk

1. Review management's reports on the Company's overall interest rate and liquidity risk profiles and whether they are within established policy limits, and review reports on significant trends.
2. Review management's reports concerning significant capital markets activities and significant portfolio activities and trends, and such other related matters as management or the Committee may deem relevant to the Committee's purpose.

D. Operational Risk

1. Review management's reports on the Company's overall operational risk profile and whether it is within established policy limits.
2. Review management's reports related to technology risk and management information systems, including the adequacy of the Company's information security program.
3. Review and approve the Bank Secrecy Act program.
4. Review management's reports on the Company's compliance with laws and regulations by the Corporation and its subsidiaries; fiduciary and investment risk management activities.
5. Review the Bank's programs with respect to applicable CRA and fair lending laws and regulations.
6. Annually, or as otherwise required, review the insurance programs and policies in place within the Company

E. Capital Management

Review management's reports on the Company's capital structure and capital adequacy in light of applicable statutory or regulatory requirements, current and planned business activities and established policy limits.

F. Legal Risk

Periodically receive and review a report containing the details of litigation facing the Company.

G. Reputation Risk

The Committee shall review management reports relating to reputation risk issues

With respect to the responsibilities listed above, the Committee shall:

1. Report regularly to the appropriate Board on its activities.
2. Maintain minutes of its meetings and records relating to those meetings and the Committee's activities.
3. Review and assess the quality and clarity of the information provided to the Committee and make recommendations to management as the Committee deems appropriate from time to time for improving such materials.
4. Form and delegate authority to subcommittees of one or more Committee members when appropriate and as permitted by law.
5. Delegate authority to one or more management-level risk or other committees when appropriate.
6. Review and reassess the adequacy of this Charter annually and recommend to the Board any proposed changes to this Charter.
7. Conduct an annual evaluation of the Committee's performance.

IV. GENERAL

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

1. One or more officers or employees of the Corporation, the Bank, or any subsidiary of each, whom the Committee member reasonably believes to be reliable and competent in the matters presented.
2. Counsel, independent auditors, or other persons as to matters that the Committee member reasonably believes to be within the professional or expert competence of such person.
3. Another committee of the Board as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.

V. LIMITATIONS ON THE ROLE OF THE RISK COMMITTEE

Notwithstanding the responsibilities and powers of the Risk Committee set forth here, it is not the duty of the Risk Committee to develop risk policies or practices, determine risk appetite levels, and plan or conduct risk assessments. These responsibilities are reserved for management-level committees, individual management or other staff.