

**First Community Corporation**  
**First Community Bank**  
**Board of Directors**  
**Nomination and Corporate Governance Committee**

**Charter**

Purpose

The Nomination and Corporate Governance Committee (the Committee) is appointed by the Board to assist the Board in the following:

1. Reviewing the qualification and independence of the members of the Board and its various committee assignments, on a periodic basis, as well as, the size and composition of the Board as a whole.
2. Evaluating the incumbent Directors in determining consideration for re-election.
3. Recommending Board nominees for election as officers.
4. Providing guidance on Board and corporate governance issues.

Committee Membership and Meetings

The Committee shall be composed of at least three (3) members of the Board, each of whom shall: a) meet the independence requirements of the NASDAQ Stock Market listing standards and any other applicable laws, rules, and regulations governing independence, as determined by the Board; b) qualify as “non-employee directors” as defined in Section 16 of the Securities Exchange Act of 1934; and c) qualify as “outside directors” under Section 162(m) of the Internal Revenue Code.

The Chair and the members of the Committee shall be nominated by the Nomination and Corporate Governance Committee and approved by the Board.

Members of the Committee are encouraged to make use of training opportunities and consultants to enhance their ability to perform their committee responsibilities.

The committee shall meet no less than twice a year and at such other times as determined necessary by the Chairman.

The committee is authorized to employ and consult with accountants, and other professionals to assist it in carrying out its responsibilities.

The committee shall have unlimited access to all employees, books and records of the Company.

## Committee Authority and Responsibility

1. Annually review and make recommendations to the Board of Directors concerning the size, composition, qualifications, independence, and structure of the Board.
2. Annually obtain Board independence questionnaires in order to certify Board member independence according to NASDAQ, FIDICIA, and other applicable authorities.
3. Annually review and make recommendations as to the Board of Directors' committee structure, composition, and the Chair of each committee.
4. Assist the Board in identifying and reviewing qualifications of prospective directors, to include incumbent directors and any candidate submitted for nomination by shareholders. The Committee shall select and recommend to the Board, individuals who demonstrate the highest personal and professional integrity, have demonstrated exceptional ability and judgment, and who will be the most effective in serving the long-term interest of the shareholders.
5. Recommend to the Board, directors for nomination for election by shareholders at the annual meeting of shareholders, or at a special meeting of shareholders.
6. In connection with the nomination process, the Committee shall establish appropriate policies and procedures in determining director nominees, including shareholder recommendations.
7. Annually review and recommend to the Board any changes to the By-laws and any other appropriate governance guidelines.
8. Monitor the continuing education programs for directors.
9. Develop and implement appropriate Board and committee self-evaluation process. The Committee shall report the results in a timely fashion.
10. The Committee shall report, to the Board, on its activities and recommendations, no less than quarterly.
11. Annually review its charter and present it to the Board for approval.

## Director Nominations

As noted above, one of the primary responsibilities of the Committee is to assist the Board in identifying and reviewing qualifications of prospective directors of First Community. The Committee is charged with selecting individuals who demonstrate the highest personal and professional integrity, have demonstrated exceptional ability and judgment and who are expected to be the most effective in serving the long-term interest of the Corporation and its shareholders.

The Committee considers candidates for Board membership suggested by its members and other Board members, as well as management and shareholders. The Committee recommends director nominees to the Board annually for election by the shareholders. The Committee will consider qualified director nominees when such recommendations are submitted in accordance with the Corporation's bylaws and policies regarding director nominations. When submitting a nomination to the Corporation for consideration, a shareholder must provide the following minimum information

for each director nominee: full name and address, age, principal occupation during the past five years, current directorships on publicly held companies and investment companies, number of Corporation shares owned, if any, and a signed statement by the nominee consenting to serve as a director if elected.

Once the Committee has identified a prospective nominee, the Committee makes an initial determination as to whether to conduct a full evaluation of the candidate. The Committee bases this initial determination on whatever information is provided to the Committee with the recommendation of the prospective candidate, as well as the Committee's own knowledge of the prospective candidate, which may be supplemented by inquiries to the person making the recommendation or others. The Committee also bases this initial determination primarily on the need for additional Board members to fill vacancies and the likelihood that the prospective nominee can satisfy the evaluation factors described below.

If the Committee determines, in consultation with the Chairman of the Board and other Board members as appropriate, that additional consideration is warranted, it may gather additional information about the prospective nominee's background and experience. The Committee then evaluates the prospective nominee against the standards and qualifications set out in its Charter, including without limitation, independence, strength of character, business or financial expertise, current or recent experience as an officer or leader of another business, experience as a director of another public company, regulatory compliance knowledge, industry trend knowledge, product/service expertise, practical wisdom, mature judgment, time availability (including the number of other boards he or she sits on in the context of the needs of the board and the company including time to develop and/or maintain sufficient knowledge of the company and its industry), geography, age, and gender and ethnic diversity on the board.

In connection with this evaluation, the Committee determines whether to interview the prospective nominee, and if warranted, one or more members of the Committee, and others as appropriate, interview prospective nominees in person or by telephone. After completing this evaluation and interview, if warranted, the Committee makes a recommendation to the Board as to the persons who should be nominated by the Board. The Board determines the nominees after considering the recommendation and report of the Committee.

## Potential Board Member Evaluation Process

1. Biographical information
2. Interview by Committee member(s)
3. Financial Information
4. Credit Bureau
5. Background Check