

NORWOOD FINANCIAL CORP.
WAYNE BANK
NOMINATING COMMITTEE CHARTER

Statement of Purpose

The Board of Directors of Norwood Financial Corp. (the “Company”) is primarily responsible for the oversight and business plans of the Company. The election to the Board of Directors is determined by a vote of the stockholders of the Company. The primary function of the Nominating Committee is to evaluate candidates and recommend to the Board of Directors for its approval nominees for election as directors of the Company and its wholly-owned subsidiary, Wayne Bank (the “Bank”).

The Nominating Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities. The Committee has the authority to retain, at the Company’s and/or the Bank’s expense, any search firm to be used to identify director candidates. The Committee shall also have the authority to retain outside legal counsel and any other advisors as the Committee may deem appropriate in its discretion.

Structure

Nominating Committee members shall meet the independence requirements of The Nasdaq Stock Market (“Nasdaq”) as applicable and as may be amended from time to time. The members of the Committee shall be elected annually by the Board of Directors. If a Nominating Committee Chair is not designated, the members of the Committee may designate a Chair by majority vote. The Nominating committee shall establish its own rules of procedure, which shall be consistent with the Articles of Incorporation and Bylaws of the Company and the Bank and this Charter.

The Nominating Committee shall meet as frequently as needed and not less than annually. A meeting may be called by the Chairperson of the Nominating Committee or by majority of the members of the Committee. Notice of any meeting shall be given by the person or persons calling the meeting given to each other member of the Nominating Committee at least two (2) days prior to the meeting. Notice may be given in the same fashion as permitted for notice of Board meetings pursuant to the Company’s Bylaws and applicable law. A meeting shall be deemed properly called if each member of the Nominating Committee shall have received notice given as aforesaid or, prior to the conclusion of the meeting, shall have signed a written waiver of notice.

A majority of the members of the Nominating Committee present in person or proxy or by means of a conference telephone or other communications equipment by means of which persons participating in the meeting can hear each other shall constitute a quorum. A majority vote of the Nominating Committee members present at a meeting, if a quorum is present, shall constitute an act of the Nominating Committee. Any action required or permitted to be taken at any meeting of the Nominating Committee may be taken without a meeting if all members of the Nominating Committee consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Nominating Committee. Following each of its meetings, the Nominating Committee shall report its action and recommendations to the Board.

Responsibilities

The authority and responsibilities of the Committee shall include, but not be limited to, the following:

1. The Committee shall recommend Board of Director nominations in accordance with the listing standards of the Nasdaq, as may be supplemented or amended from time to time.
2. The Committee shall develop criteria for the selection of new directors and, when appropriate, conduct the search for individuals qualified to become members of the Board. Such criteria is expected to include experience, education, attendance, business contacts within the community and industry, past performance and other criteria deemed relevant by the Committee.
3. The Committee may develop criteria for the evaluation of incumbent Board members.
4. The Committee shall evaluate the performance of current Board members eligible for re-election, and recommend to the Board whether such members should stand for re-election. The entire Board of Directors may also self-evaluate the performance of the Board as a whole.
5. The Committee, in accordance with the Company's Articles of Incorporation and the Bank's Charter, shall review and evaluate nominees for election as directors submitted by the shareholders of the Company. The Committee shall have the authority to accept or reject any shareholder nominees for election as director in determining its recommended slate for submission to the Board.
6. The Committee shall evaluate any nominees for election as director made in opposition to the slate of candidates nominated by the Board.
7. The Committee shall have the authority to retain or terminate, in its discretion, any search or consulting firm to be used to identify and/or research the background and qualifications of director candidates and to approve the firm's fees and other retention terms. The Committee shall also have authority to retain outside legal counsel and any other advisors as the Committee may deem appropriate in its discretion.
8. The Committee shall annually recommend to the Board of the Company and the Bank the slate of directors for such Boards.
9. The Committee shall review and assess the adequacy of this Charter at least annually and, as appropriate, adopt and recommend changes to the Board for its approval.
10. The Committee shall have the authority to take any actions necessary to carry out the above provisions of this Charter.

Dated: February 20, 2013
Most recent review: July 10, 2018