

EAGLE FINANCIAL SERVICES, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Approved: October 15, 2008

Purpose

The Corporate Governance & Nominating Committee (the “Committee”) shall:

- Identify individuals qualified to become directors.
- Recommend to the Board candidates for nomination as members of the Board.
- Develop and recommend to the Board corporate governance policies and practices applicable to the Company.

Committee Membership

The Committee shall consist of a minimum of three (3) directors. Each of the members of the Committee shall be “independent” under the applicable requirements of Securities and Exchange Commission (“SEC”) and NASDAQ Stock Market.

The members of the Committee shall be appointed by the Chairman of the Board and shall serve until their successors are duly appointed. The Chairman of the Board shall serve as the chairperson for the Committee.

Committee Duties and Responsibilities

- To make recommendations to the Board from time to time as to the appropriate size of the Board and the structure and operations of the various committees of the Board.
- To identify and review individuals believed to be qualified to become members of the Board, subject to the bylaws of the Corporation related to the nomination of directors. Ensure that the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds and always consists of a majority of independent directors in accordance with NASDAQ listing standards.
- To consider, and make recommendations to the Board, regarding matters relating to the Corporation’s director retirement policy.
- To serve as a resource for the Board in addressing any corporate governance issues that may arise.
- To monitor the Corporation’s policies and procedures for the review, approval, or ratification of transactions between the Corporation and its related parties, and to review and consider for approval or ratification any related party transactions covered by such policies and procedures.
- To review and reassess the adequacy of this Charter at least annually and recommend changes as necessary.
- To perform any other duties or responsibilities expressly delegated to the Committee by the Board of Directors from time to time, including as set forth in the Corporation’s corporate governance guidelines and code of conduct and ethics.

Reporting

The Committee shall report to the Board following meetings of the Committee.

Committee Resources

The Committee is authorized to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, or other experts or consultants, as it deems appropriate, without seeking approval of management or the Board or Directors.