

**FIRST MERCHANTS CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE
CHARTER**

The Committee will be composed entirely of independent directors appointed by the Board of Directors. The Committee will seek to ensure continuation of the effectiveness and independence of the Board of Directors. The responsibilities of the Committee include:

1. Maintaining up-to-date criteria for the selection of members of the Board of Directors.
2. Reviewing the credentials of individuals suggested as prospective Directors.
3. Nominating individuals to serve as members of the Board of Directors, including the annual slate of Directors for election by shareholders.
4. Providing oversight to ensure that the governance structure and processes of First Merchants Corporation are in compliance with applicable laws and regulations, including those of the Securities and Exchange Commission and NASDAQ.
5. Reviewing and recommending for approval by the Board of Directors Code of Business Conduct and management's Code of Ethics.
6. Developing and recommending to the Board of Directors the appropriate size and composition of the Board, its committee structure and qualifications for serving on the various committees.
7. Providing for the continuing education of the Board of Directors and periodic self-assessments of board effectiveness.
8. Nominating to the Board of Directors its Chairman and Vice Chairman.
9. Reviewing annually executive change of control and severance agreements.
10. Receiving and making recommendations to the Board of Directors regarding shareholder proxy initiatives, if any.
11. Reviewing such other governance matters as the Board of Directors may assign.

July 28, 2009