

**ENB FINANCIAL CORP BOARD OF DIRECTORS
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

Authorization

The Board of Directors (the “Board”) has passed resolutions that authorize the formation of a Nominating and Governance Committee of the Board of Directors (the “Committee”).

Purpose

The purpose of the Committee is to provide continuing assistance to the Board regarding matters relating to governance, performance and composition of the Board.

Membership and Structure

The Committee shall be composed of three (3) or more directors approved by the Board. All members of the Committee shall be independent and meet the applicable independence requirements of the National Association of Securities Dealers (NASD).

The Committee shall meet as needed at stated times without notice or on notice to all by order of the Chairman of the Board of Directors.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees, in accordance with applicable law, as the Committee may deem appropriate in its sole discretion.

Minutes shall be kept of all meetings of the Committee that shall serve as a report to the Board of Directors.

The Committee shall have the authority to retain any search firm to assist in identifying director and/or CEO candidates and to retain outside counsel and any other advisors, as the Committee may deem appropriate. The Committee shall have authority to approve fees and retention terms related to such outside counsel or advisor.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Recommend to the Board criteria for Board membership and for removal from the Board, if necessary;
2. Identify individuals qualified to become Board members, who reflect the criteria specified by the Board;
3. Recommend to the Board nominees to fill vacancies on the Board and the nominees to stand for election as directors at the next annual meeting of shareholders (or, if applicable, a special meeting of shareholders);
4. Annually review the Board’s and management’s organization and practices and recommend appropriate changes, including reporting and procedural issues, and suggestions for “regular” Board meeting agenda items;
5. Lead the Board and management in the Strategic Planning process;
6. Periodically review and assess Board and management performance and lead the Board self-evaluation process;
7. Lead the Board in the succession planning process for the CEO and other key officers;
8. Coordinate board education programs, including a new director orientation program;
9. Annually review and assess the committee’s performance and charter and propose changes to the charter to the Board;
10. Establish Non-Employee Directors’ Stock Plan and periodically review and recommend changes to the Plan as needed;
11. Establish Nominating and Corporate Governance Guidelines and periodically review and recommend changes to the Guidelines as needed;
12. Perform other specific duties and responsibilities within the scope of the Committee’s primary function as the Board may determine.