

**CHARTER**  
**CANANDAIGUA NATIONAL CORPORATION AND**  
**THE CANANDAIGUA NATIONAL BANK AND TRUST COMPANY**  
**NOMINATING AND GOVERNANCE COMMITTEE**

Purpose:

The Nominating and Governance Committee is a standing committee of the Board of Directors. The purpose of the Committee is to act on behalf of the Board of Directors of the corporation and its shareholders to assist the Board in identifying qualified individuals to become directors, recommending to the Board qualified director nominees for election at the shareholders' annual meeting, reviewing and making recommendations to the Board with respect to corporate governance matters including the size, structure, composition, and functioning of the Board, and conducting evaluations of the Board and the Board's Committee structure.

The Nominating and Governance Committee's primary responsibilities are to:

1. Identify and review qualifications of prospective Board members. The Committee shall provide a prospective candidate with information regarding the company and service as a Board member and shall arrange for an interview with the prospective candidate. The Committee shall recommend candidates to the Board of Directors to fill expiring terms and vacancies as well as candidates for election at the Annual Meeting of Shareholders. In recommending candidates, the Committee will consider qualities consistent with criteria approved by the Board of Directors. Candidate integrity, judgment, willingness to make required time commitment, and financial skills shall be considered.
2. Conduct orientation for new Directors.
3. Review the performance and participation of individual Directors, as current terms expire, and make recommendations to the Board of Directors for the re-election of Directors at the Annual Meeting.
4. Be responsible for providing, on a regular basis, presentations and programs for the continuing education of the Board of Directors.
5. Review the size, structure, composition, and functioning of the Board, review the Charter and Standing Agenda of board committees annually, and make recommendations for revisions as appropriate.

Membership:

The Nominating and Governance Committee shall consist of no fewer than three outside directors who are independent of management. Directors and the Chief Executive Officer (ex-officio, voting).

Meetings:

The Committee shall meet as often as necessary to carry out its responsibilities. Any Committee member may request the Chair of the Committee to call a meeting. The Chair of the Committee will report on Committee meetings at Board meetings.

Approval:           Nominating & Governance: 4/10/19  
                          Board of Directors: 4/25/19