

FIRST FINANCIAL HOLDINGS, INC.
CORPORATE GOVERNANCE/NOMINATING
COMMITTEE CHARTER

Purpose of the Nominating and Corporate Governance Committee

Members of the Corporation's Corporate Governance/Nominating Committee ("Committee") are appointed by the Board of Directors ("Board") to assist the Board in fulfilling certain of its oversight responsibilities. The primary duties and responsibilities of the Committee are to:

- Assess Board and committee membership needs; and
- Implement policies and processes regarding corporate governance matters.

Composition of the Committee

Committee members shall meet the nominating committee membership requirements of the Nasdaq Stock Market. The Committee shall be comprised of at least three members as determined by the Board of Directors, each of whom shall be independent, as independence is defined in the listing standards of the Nasdaq Stock Market, and free from any relationship that the Board believes could interfere with the exercise of his or her independent judgment.

Committee Meetings

The Committee shall meet at least three (3) times annually, or more frequently as circumstances dictate. The Committee Chairman (with input from Committee members, management and key Committee advisors) shall prepare and/or approve an agenda in advance of each meeting.

Committee Responsibilities and Duties

The Committee, to the extent it deems necessary or appropriate, will:

Board Composition

1. Periodically review and make recommendations to the Board on the size and composition of the Board and establish criteria for Board membership. Such criteria shall include the following: education; business and occupational background and experience; specialized knowledge or skills (such as accounting and financial expertise); age (giving consideration to the director retirement policy); reputation; civic and community relationships; ability to devote adequate time to Board and committee matters; independence; in the case of incumbent directors, prior Board contributions and performance and meeting attendance records; and any other factors that the Committee may deem appropriate. **[Note: Most of these were taken from the Committee's report in the last proxy statement.]** The Committee shall consider

these criteria, and any other criteria established by the Board, in the context of an assessment of the operation and needs of the Board as a whole and the Board's goal of maintaining diversity of backgrounds and experience among its members.

2. Recruit and recommend, subject to Board ratification, candidates to fill new and vacant Board positions.
3. Review candidates recommended by stockholders. Candidates recommended by stockholders will be considered and evaluated using the same criteria as all other candidates.
4. Engage independent consultants, as necessary, to identify candidates, with sole authority over retention, termination and compensation of any such consultants.
5. Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates. In considering and recommending individual candidates (including incumbents), the Committee shall consider the candidate's particular experience, qualifications, attributes or skills in view of the criteria described in paragraph 1 above.
6. Recommend, subject to Board ratification, nominees for election by the stockholders at the annual meeting of stockholders.
7. Alternating with committee evaluations, every other year, review the performance of the Board and its members and take appropriate action.
8. Periodically review the Board's leadership structure, given the Corporation's characteristics or circumstances at the time (including consideration of whether the chief executive officer and chairman positions should be separated or combined), and the Board's role in the risk oversight of the Corporation and how this oversight function is administered.

Committee Composition

9. Consider and make recommendations to the Board regarding the size and composition of each of the committees of the Board, including criteria for committee membership.
10. Make recommendations to the Board regarding committee member qualifications.
11. Make recommendations to the Board regarding chairman and committee member appointments and removals.
12. Alternating with Board evaluations, every other year, review self evaluations of the Board committees .

Succession Planning for Executive Officers

13. Develop and/or review policies regarding the qualifications of executive officers and the principles for selecting successors to executive officers, both in an emergency situation and in the ordinary course of business.
14. Engage independent consultants, as necessary, to identify candidates, with sole authority over retention, termination and compensation of any such consultants.
15. Conduct or oversee the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates.

Corporate Governance

16. Develop and recommend to the Board a set of corporate governance principles applicable to the Corporation.
17. On an annual basis, review and reassess the adequacy of the corporate governance principles.

18. Serve in an advisory capacity to the Board and the Chairman of the Board on matters of organizational and governance structure of the Corporation and the conduct of the Board.
19. Periodically review the Bylaws of the Corporation and recommend to the Board any necessary or appropriate changes.
20. Assess the independence of Board members annually.
21. Maintain a director orientation education program for both new and continuing directors.
[See Paragraph 8 of corporate governance principles.]

Miscellaneous

22. Maintain minutes of meetings and circulate minutes to the full Board.
23. Make regular reports to the Board.
24. At least annually, review and recommend to the Board any changes to this Charter as conditions dictate.

Adopted September 25, 2003

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