Reaffirmed 2/16/11

AMERISERV FINANCIAL, INC.

NOMINATING COMMITTEE CHARTER

Purpose

The Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") (1) to assist the Board, on an annual basis, by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to assist the Board in the event of any vacancy on the Board by identifying individuals qualified to become Board members, and to recommend to the Board qualified individuals to fill such vacancy; and (3) to recommend to the Board, on an annual basis, nominees for each Board committee.

Committee Membership

The Committee shall consist of no fewer than five (5) members, each of whom shall be a director of the Company. Each member of the Committee shall meet the independence listing standards of NASDAQ Stock Market LLC ("Nasdaq") and all other applicable legal requirements. The Committee also will consider the absence or presence of material relationships with the Company that might affect independence. The Committee shall report to the Board. Members shall be appointed and removed by the Board. A majority of the members of the Committee shall constitute a quorum.

Committee Authority and Responsibilities

1. The Committee shall have the responsibility to develop and recommend criteria for the selection of director nominees to the Board, including, but not limited to diversity, age, skills, experience, and time availability (including consideration of the number of other boards on which the proposed director sits) in the context of the needs of the Board and the Company and such other criteria as the Committee shall determine to be relevant at the time. The Committee shall have the power to apply such criteria in connection with the identification of individuals to be Board members, as well as to apply the standards for independence imposed by the Company's listing agreement with NASDAQ and all applicable federal laws in connection with such identification process.

2. When vacancies occur or otherwise at the direction of the Board, the Committee may actively seek individuals who the Committee determines meet such criteria and standards for recommendation to the Board.

3. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms, at the Company's expense.

4. The Committee shall recommend to the Board, on an annual basis, nominees for election as directors at the next annual meeting of shareholders.

5. The Committee shall recommend to the Board the nominees for appointment to each committee of the Board and nominees for Chairman and Vice Chairman of each such committee on at least an annual basis, after reviewing the recommendation of the Non-Executive Chairman of the Board, who shall, after consultation with the Chief Executive Officer and President, recommend appointments to all committees as well as appointments for the Chairman and Vice Chairman for each committee.

6. The Committee may form and delegate authority to subcommittees or members when appropriate.

7. The Committee shall make regular reports to the Board.

8. The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

9. The Committee, and each member of the Committee in his or her capacities as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Company, who such member believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants, or other persons as to matters that the member believes to be within the professional competence of such person.

10. The secretary for the Committee shall be the Company's Corporate Secretary, or in his or her absence, an Assistant Secretary of the Company.