



Nominating and Governance Committee Charter

Purpose

The duties and responsibilities of the Nominating and Governance Committee (the “Committee”) of Univest Financial Corporation (the “Corporation”) are spelled out in detail below. The Committee’s purpose is: (1) to identify individuals qualified to become members of the Board of Directors of the Corporation (the “Board”); (2) to recommend to the Board such individuals for nomination as members of the Board and Board committees; and (3) to provide guidance to the Board in establishing and maintaining effective corporate governance policies and procedures.

Membership and Meetings

All Committee members shall be directors of the Corporation who meet the definition of independent director as defined in any qualitative listing requirements for Nasdaq Stock Market, Inc. issuers and any applicable Securities and Exchange Commission rules and regulations. The Committee shall consist of a minimum of three members, including a Committee Chairman, who shall be appointed annually by the Board. Members may be removed and replaced in the interim by the Board. If a vacancy occurs or the Committee becomes aware of a pending vacancy, the Committee shall recommend to the Board a qualified individual for appointment.

The Committee will meet annually or as often as necessary to fulfill its duties and responsibilities. The Committee will fix its own meeting schedules and rules of procedure consistent with this Charter, the Bylaws of the Corporation and applicable laws and regulatory requirements. Minutes of meetings shall be maintained and reported to the full Board. The Committee may also appoint a Secretary, who need not be a director of the Board, to record minutes. Members of management may be in attendance at meetings as requested by the Committee Chairman.

Quorum

A majority of the members of the Committee present in person or by telephone, by means of which all persons participating in the meeting can hear each other, shall constitute a quorum.

Committee Authority

The Committee shall have the authority to retain and terminate outside consultants or search firms to assist in identifying potential Board candidates and/or identifying individual skill sets needed to complement existing Board membership and shall have the authority to approve the fees and other retention items related to such consultants and search firms. The Committee also has the authority to obtain advice and assistance from internal or external legal or other advisors. In connection therewith, the Committee shall be provided appropriate funding, as determined by the Committee.

It is within the authority of the Committee to request any officer or employee of the Corporation to meet with members of the Committee or any advisory consultants so retained or to provide assistance to the Committee in carrying out its duties.

Duties and Responsibilities

The Committee shall:

- Develop criteria for identifying and selecting individuals to be nominated for election as a member of the Board and an alternate director, including a commitment to high standards of personal and professional integrity, business experience, areas of expertise, community relationships, and other skill sets that would complement the existing Board composition and which are consistent with the Corporation's strategic vision. The ability of the individual to devote the necessary time to service as a member of the Board must be considered;
- Recommend to the Board the slate of nominees for election to the Board at the annual meeting of shareholders;
- Identify individuals qualified for election to the Board in the event a vacancy occurs between shareholder meetings;
- At least annually, (i) evaluate the size and composition of the Board and each committee in light of the operating requirements of the Corporation and existing corporate governance trends, including consideration of appropriate areas of expertise to be represented on the Board and each committee, and (ii) report its findings and any recommendations to the Board;
- Consider and evaluate unsolicited director nominations from shareholders and investigate the background and qualifications of such director nominees;
- Make recommendations to the Board on the structure and operation of all standing Board committees, including committee members to fill vacancies as necessary;
- Establish and/or monitor an orientation training program for new Board members and the continuing education program for all Board members;
- Monitor ongoing corporate governance issues, and recommend changes to current guidelines and practices as appropriate, including an evaluation of the independence of the directors in accordance with applicable regulatory requirements;
- Review shareholder proposals duly and properly submitted to the Corporation and proposed responses;
- Perform any other activities consistent with this Charter that may from time to time be deemed appropriate;
- Annually lead the Board in an assessment of the Board's performance; and

- Review annually the adequacy of this Charter and the Committee's responsibilities denoted herein, and recommend any proposed changes to the Board for approval.

Approved: Nominating and Governance Committee
October 21, 2019

Approved: Board of Directors
October 23, 2019