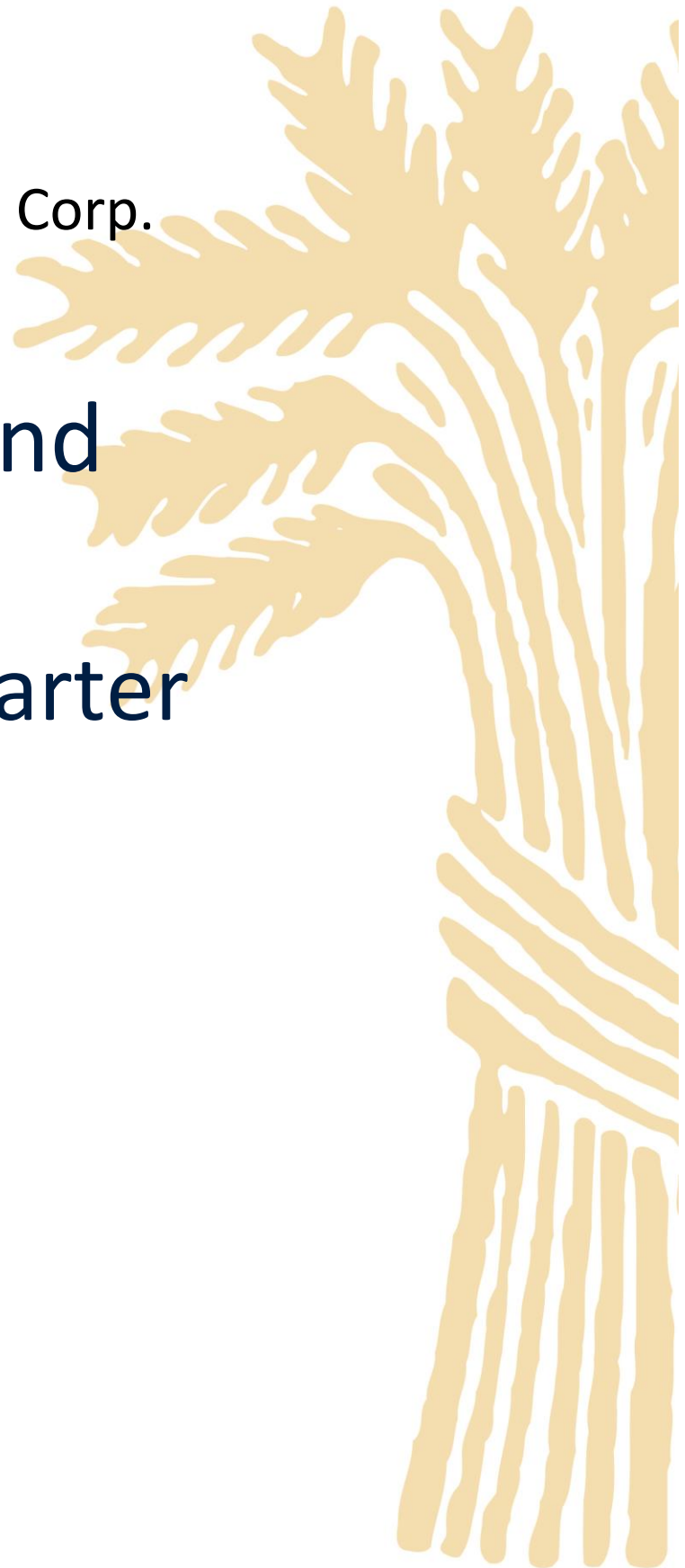


Farmers National Banc Corp.

**Corporate
Governance and
Nominating
Committee Charter**



I. MEMBERSHIP

The Corporate Governance and Nominating Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Farmers National Banc Corp. (the “Corporation”), which shall have at least three members. Each member of the Committee shall meet the independence requirements of the NASDAQ Stock Market, LLC, as such requirements are interpreted by the Board in its business judgment. The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly appointed. The Board shall designate one member of the Committee as its chairperson (the “Chair”).

II. PURPOSE

The purpose of the Committee is to identify individuals qualified to become directors, recommend to the Board the candidates for election by shareholders or appointment by the Board to fill a vacancy and to recommend to the Board the composition and chairs of Board committees. The committee is also to promote effective corporate governance, including the development and recommendation of governance guidelines to the Board, and to lead an annual review of the performance of the Board and each of its committees.

III. RESPONSIBILITIES AND DUTIES

The Committee shall have the following functions, duties and responsibilities:

- Recommend to the Board candidate guidelines for selecting Board candidates;
- Identify, review the qualifications of, and recruit candidates for the Board, consistent with the criteria set forth in the Corporation’s Corporate Governance Guidelines;
- Establish a procedure for considering Board candidates recommended by the Corporation’s shareholders;
- Recommend to the Board candidates to fill vacancies on the Board, as well as for election or re-election to the Board at each shareholder’s meeting;
- Review and make recommendations to the Board as to whether members of the Board should be nominated for re-election;
- Review and make recommendations regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and diversity;
- Review the purpose, structure and operations of the various committees of the Board, as well as the qualifications and criteria for membership on each committee of the Board;
- Recommend Board members to serve on Board committees, to serve as committee chairs and, where appropriate, make recommendations regarding the removal of any committee member;
- Evaluate the need for, and make recommendations to the Board for the creation of, additional committees or the elimination of Board committees, as appropriate or permissible;
- Evaluate the annual charter reviews conducted by each committee of the Board and, as appropriate, make recommendations for revision by the full Board;
- Oversee and advise the Board on compliance with the Corporation’s Corporate Governance Guidelines, monitor developments in corporate governance, review periodically the Corporation’s Corporate Governance Guidelines and propose modifications to the Board as appropriate or permissible;
- Review and recommend to the Board retirement and other tenure policies for directors;
- Review and assess the channels through which the Board receives information, and the quality and timeliness of information received;
- Lead the Board in an annual evaluation process to determine whether the Board and its committees are functioning effectively;

- Prepare and provide to the Board an annual performance evaluation, which evaluation shall compare the performance of the Committee with the requirements of this Charter; and
- At least annually, review and reassess the adequacy of this Charter and, as appropriate, make recommendations for revision by the full Board.

The foregoing duties shall be the principal recurring processes of the Committee in carrying out its oversight responsibility. These processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out such other duties and responsibilities delegated to it by the Board from time to time that are related to the purpose of the Committee.

IV. MEETINGS AND RETENTION OF OUTSIDE ADVISORS

The Committee shall meet at least four times per year, or more frequently as circumstances dictate. The Chair, or any two members of the Committee, may call meetings. Although personal attendance at meetings is encouraged, meetings of the Committee may be held by telephone conference. The Chair shall preside at all sessions of the Committee at which he or she is present and shall set the agendas for Committee meetings. A majority of the members of the Committee will constitute a quorum. Any act of a majority of the members present at any meeting at which a quorum is present shall be an act of the Committee. The Committee, through its Chair or its authorized designee, shall report regularly to the Board: (i) following meetings of the Committee; (ii) with respect to such matters that are within the Committee's responsibilities; and (iii) with respect to such other matters as the Committee may deem appropriate. The Committee shall maintain minutes or other records of meetings and activities of the Committee and shall make them available to the Board.

The Committee shall have the authority to retain, at the expense of the Corporation, counsel, consultants or other outside advisors, with respect to any issue without consulting or obtaining the approval of any officer of the Corporation in advance.

V. DELEGATION

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to one or more members of the Committee; provided, however, that such member(s) must conduct business in accordance with this Charter.

