

**CHARTER
OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF COMMUNITY TRUST BANCORP, INC.**

As Approved by the Board of Directors on January 27, 2009

I. AUTHORITY AND MEMBERSHIP

Membership. The members of the Nominating and Corporate Governance Committee (the “Committee”) will be appointed annually by the Board of Directors of Community Trust Bancorp, Inc. (the “Board”) on the recommendation of the Committee. The members of the Committee will serve until their successors are duly elected and qualified by the Board. The Committee will be comprised of three or more members, all of whom must qualify as independent directors (“Independent Directors”) under the standards of the Nasdaq Global Select Market or such other exchange or system upon which the Corporation’s securities are currently listed, quoted or traded (“Listing Requirements”) and any standards of independence as may be prescribed for purposes of any federal securities, tax, banking or other laws relating to the Committee’s duties and responsibilities. No member of the Committee shall be removed except by majority vote of the Independent Directors then in office. Fees for service as a director (or as a committee member or committee chair) are the only compensation that a Committee member may receive directly or indirectly from or on behalf of the Corporation.

Committee Chair and Secretary. The Board will appoint one of the members of the Committee to serve as Committee Chair on the recommendation of the Committee. The Committee may also appoint a secretary, who need not be a director.

Retention of Advisors. The Committee has the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Committee also has the authority, to the extent it deems necessary or appropriate, to ask the Corporation to provide the Committee with the support of one or more Corporation employees to assist it in carrying out its duties. The Corporation will provide for appropriate funding, as determined solely by the Committee, for payment of compensation to any advisors employed by the Committee. The Committee may request any officer or employee of the Corporation or the Corporation’s outside counsel or other advisors to attend a meeting of the Committee or to meet with any members of, or consult to, the Committee.

II. PURPOSE OF THE COMMITTEE

The Committee's primary purpose is to:

- Develop and recommend to the Board corporate governance policies and guidelines for the Corporation and policies and guidelines for identifying and nominating director and committee member candidates; and
- Nominate directors for election to the Board and appointment to committee membership.

III. RESPONSIBILITIES OF THE COMMITTEE

Charter Review

- Review and reassess the adequacy of the Committee's charter annually and recommend to the Board any necessary or desirable changes to the charter; and
- Publicly disclose the charter and any such amendments by posting the charter and all amendments on the Corporation's website or as otherwise required by the Securities and Exchange Commission ("SEC") and/or any other regulatory body or stock exchange having authority over the Corporation.

Corporate Governance Policies

- Recommend to the Board policies to enhance the Board's effectiveness, including the size and composition of the Board, the frequency and structure of Board meetings, the frequency, structure and guidelines for calling executive sessions of Independent Directors, procedures for Board meetings including distribution of meeting materials, and the formation of new Board committees;
- Review at least annually, the corporate governance policies of the Corporation, including the Corporate Governance Guidelines and the Code of Business Conduct and Ethics, to ensure that they are appropriate for the Corporation and comply with applicable laws, regulations and Listing Standards, and to recommend any necessary or desirable changes to the Board;
- Review at least annually an enforcement mechanism for the Corporation's Code of Business Conduct and Ethics;
- Consider any other corporate governance issues that arise from time to time, including requests for waivers from the Corporation's Code of Business Conduct and Ethics or Corporate Governance Guidelines, and develop appropriate recommendations for the Board;

- Review at least annually the Corporation's succession plans for its CEO and other executive officers and make recommendations to the Board regarding the same; and
- Review and advise the Board from time to time with respect to the functions of the Corporation's executive officers and the governance structure of the Corporation.

Board Membership

- Investigate and assess the backgrounds and skills required of Board members and those of potential candidates for Board membership;
- Periodically review the composition of the Board to facilitate the effectiveness of the Board
- Maintain a procedure to consider nominees proposed by shareholders of the Corporation in compliance with applicable securities laws requirements;
- Identify candidates who have high integrity, demonstrate exceptional abilities and judgment and who should be the most effective, in conjunction with the other nominees and members of the Board, in collectively serving the interests of the Corporation and its shareholders;
- Evaluate all nominees, whether proposed by Committee members or shareholders of the Corporation, on the same basis;
- Nominate candidates to be presented to shareholders for election or to the Board for appointment to fill vacancies, considering the independence and other qualifications of each candidate;
- Establish and/or develop appropriate training and orientation programs, sessions or materials for all new Board members; and
- Recommend to the Board standards for determining director independence and other qualifications consistent with Listing Requirements and other legal or regulatory requirements; review and assess these standards on a periodic ongoing basis.

Committee Memberships

- Make recommendations to the Board for membership on the various Board committees;
- Recommend committee members for chairs of such Board committees;

- Establish and/or develop training and orientation programs, sessions or materials for all new Committee members;

Evaluation of the Board, Committees and Executive Officers

- Review on an annual basis the Board's performance as a whole, each committee's performance as a whole and each individual director's performances;
- Encourage continuing education activities for all Board and committee members.

General

- Form and delegate authority to subcommittees when appropriate;
- Retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, with such fees to be paid by the Corporation;
- Report regularly to the Board on the Committee's activities; and
- Annually review the performance of the Committee.

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of the Corporation whom the Committee member reasonably believes to be reliable and competent in the matters presented;
- Counsel, independent auditors or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; or
- Another committee of the Board as to matters within its designated authority which the Committee members reasonably believe to merit confidence.