NBT Bancorp Inc.
Nominating and Corporate Governance Committee Charter

Purpose of the Committee

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the board of directors (the "Board") of NBT Bancorp Inc. (the "Company") to:

1. Assist the Board by identifying individuals who are qualified to become Board members, and by recommending to the Board the director nominees for the next annual meeting of stockholders;
2. Develop, recommend and annually review with the full Board, a set of Corporate Governance Guidelines applicable to the Company;
3. Lead the Board in its annual review of the Corporate Governance Guidelines and the Board's performance;
4. Recommend to the Board director nominees for each Board committee; and
5. Perform such other or additional duties and/or responsibilities as may be assigned to the Committee by the Board.

Committee Membership; Procedures.

The Committee shall consist of no fewer than three members of the Board, each of whom, as determined by the Board, meet the independence requirements of the NASDAQ Stock Market, Inc. (NASDAQ) and any other standards of independence as may be prescribed by any federal securities laws or regulations governing the Company and shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of such Board member's independent judgment as a member of the Committee.

The Board shall designate one of the Committee members to serve as the Chair of the Committee, who shall preside at all Committee meetings. The period and terms of the appointment shall be determined by the Board.

A majority of the Committee members shall constitute a quorum for the transaction of business. The act of a majority of the Committee members present at any meeting at which a quorum is present, shall be the act of the Committee. In the absence of a quorum, a majority of the Committee members present may adjourn the meeting from time to time until a quorum be had. In the absence of a Chair, and provided a quorum is present, the remaining members of the Committee present may designate from among the Committee's membership a Chair pro tem to preside at such meeting.

Committee members may participate in a meeting of the Committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this paragraph shall constitute presence at such meeting.

Any action required to be taken at a meeting of the Committee members, or any action which may be taken at a meeting of the Committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed before such action by all members of the Committee. Such consent shall have the same force and effect as a unanimous vote.

The Chair, in conjunction with appropriate members of the Committee and management, shall set the agenda for each meeting. The Committee's meeting calendar shall be set by the Board.

Members of the Committee shall be appointed, and may be removed, by the Board.

Committee Powers, Authority, Duties and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or outside legal, accounting or other advisors.

2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify CEO candidates, including the sole authority to approve such search firm's fees and other retention terms.

3. The Committee shall establish criteria for the selection of new directors and evaluate the qualifications and independence of potential candidates for director, including any nominees submitted by stockholders under and in accordance with the provisions of the Company's by-laws, rules or regulations promulgated by the Securities and Exchange Commission ("SEC"), NASDAQ, or other applicable regulatory agencies. The Committee will recommend to the Board the number of directors to be elected and a slate of nominees for election at each annual meeting or any special meeting of stockholders and any person to be considered to fill a Board vacancy or a newly created directorship resulting from any increase in the authorized number of directors.

4. In the event the Company is legally required by contract or otherwise to provide third parties with the ability to designate directors, the selection and nomination of such directors may not be subject to the process set forth herein.

5. The Committee shall oversee the orientation and training of newly elected directors. The Committee shall review and recommend, continuing orientation and training programs for members of the Board.

6. The Committee, in concert with the Compensation and Benefits Committee, shall be responsible for making recommendations to the Board regarding succession planning for the CEO.

7. The Committee shall oversee, and provide direction to, the Company in fulfilling the Company's commitment to environmental, health and safety, corporate social responsibility, sustainability, philanthropy, corporate governance, reputation, diversity, equity and inclusion, and related community issues (collectively, "ESG Matters"). The Committee shall periodically review management's implementation of policy related to

ESG Matters and will conduct an annual review of the Company's ESG strategy.

8. Based in part on feedback from the other committees appointed by the Board, the Committee shall review annually the purpose of such committees, recommend to the Board any changes deemed necessary or desirable to the purpose of such committees and whether any Committees should be created or discontinued, and recommend to the Board, the chair and directors to be appointed to each Committee.

9. The Nominating and Corporate Governance Committee shall annually recommend to the Board of Directors, nominees for each Board Committee, taking into account the listing standards of the NASDAQ Stock Market, Inc. and applicable laws, rules and regulations, including, with respect to the Compensation and Benefits Committee, whether Compensation and Benefits Committee members meet the definitions of (a) a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (b) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Committee shall also advise the Board on removal of any Board committee members.

10. The Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company annually and recommend any proposed changes to the Board for approval, including any changes in director qualifications.

11. The Committee shall review and assess the Company's compliance with the Corporate Governance Guidelines and requirements established by the NASDAQ Stock Market, Inc. and the requirements established under the Sarbanes-Oxley Act and by applicable laws and regulations.

12. The Committee may form and delegate authority to subcommittees if determined to be necessary or advisable.

13. The Committee shall make reports to the Board at its next regularly scheduled meeting following the meeting of the Committee accompanied by any recommendation to the Board.

14. The Committee shall (i) review and reassess the adequacy of this Charter and its own performance annually and present recommendations for any proposed changes to the Board for approval and (ii) ensure that this Charter is published or otherwise made publicly available as required by the rules and regulations established the Securities and Exchange Commission and NASDAQ.

15. The Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

16. The Committee will meet at least two times each year, or more frequently as circumstances dictate. The Committee may invite to its meetings, any director,

officer and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee shall meet periodically in Executive Session without Company Management present.

17. The Committee shall confirm that each standing committee of the Board has a charter in effect and that such charter is reviewed at least annually by its committee.

18. The Committee shall recommend to the Board for its approval (every two years) the annual self-assessment process of the Board and its committees. The Committee shall be responsible for overseeing the annual self-assessments.

19. The Committee Chair shall be notified by the Executive Management Team and Board of Directors of any changes in positions on outside boards. Members of the Board will also notify the Chair of the Committee relative to changes in employment. The Chair of the Committee will make these required disclosures to the Chair of the Board.