POLICIES AND PROCEDURES FOR DIRECTOR CANDIDATES

The Governance and Nominating Committee (the "Nominating Committee") of the Board of Directors (the "Board") of Ledyard Financial Group, Inc. (the "Company") and the Board, as applicable, has adopted this policy pursuant to Section III of the Nominating Committee's charter.

Shareholder Recommendations and Nominations

1. Candidate Recommendations

The Nominating Committee is responsible for identifying individuals qualified to become members of the Board and its committees and recommending candidates for the Board's selection as nominees for election to the Board at the next annual or other properly convened meeting of shareholders. The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, the President, other executive officers, third-party search firms or any other source it deems appropriate.

The procedures to be followed by shareholders in submitting recommendations to the Nominating Committee for director candidates are set forth below:

- Shareholder recommendations for director candidates must be submitted in writing to the President at the principal executive offices of the Company not less than 120 calendar days prior to the date on which the Company's proxy statement was released to shareholders in connection with its previous year's annual meeting.

- Shareholders recommendations for director candidates must include the following information:

    - The name and address of record of the shareholder;

    - A representation that the shareholder is a record holder of the Company's securities or, if the shareholder is not a record holder, evidence of ownership in Company securities;

    - The name, age, business and residential address, educational background, current principal occupation or employment;

    - A description of the qualifications and background of the recommended director candidate that addresses the criteria for Board membership approved by the Board from time to time and set forth in this Policy;

    - A description of all arrangements or understandings between the shareholder and the recommended director candidate; and

- The consent of the recommended director candidate (i) to be named in the proxy statement for the Company's next meeting of shareholders and (ii) to serve as a director if elected at that meeting.

2. Candidate Nominations

A shareholder desiring to nominate a person directly for election to the Board at an annual meeting of the shareholders must meet the deadlines and other requirements in the Company's bylaws. The Secretary of the Company will provide a copy of the Company's bylaws upon written request from a shareholder.

3. Identifying and Evaluating Nominees for Director

The Nominating Committee will use the following guidelines to identify and evaluate any individual recommended by a shareholder for nomination to the Board:

- The Nominating Committee will consider candidates properly recommended by shareholders.

- In evaluating director candidates, including directors eligible for re-election, the Nominating Committee will consider the following:

  - The current size and composition of the Board and the needs of the Board and its respective committees;

  - Such factors as character, integrity, judgment, diversity, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business and industry, conflicts of interest, and other commitments. The Nominating Committee need not assign any particular weight or priority to any one factor; and

  - Any other factors the Nominating Committee considers appropriate.

- The Nominating Committee requires the following qualifications to be satisfied by any nominee for a position on the Board:

  - High standards of personal and professional ethics and integrity;

  - Proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;

  - Skills that are complementary to those of members of the existing Board;

  - The ability to assist and support management and make significant contributions to the Company's success; and

- An understanding of the fiduciary responsibilities required of a director and a commitment to devote the time and energy necessary to perform those responsibilities.

- If the Nominating Committee decides that an additional or replacement director is required, it may do whatever it considers appropriate to evaluate a director candidate, including interviewing the candidate and the shareholder(s) recommending the candidate, engaging an outside search firm to gather additional information, and relying on the knowledge of the members of the Nominating Committee, other directors and management.

- The Nominating Committee may propose to the Board a candidate recommended or offered for nomination by a shareholder as a nominee for election to the Board.

4. Decision by Board of Directors

After receiving the Nominating Committee's recommendations, the Board will have final authority to determine the candidates to be nominated by the Board.

5. Modification of Policies and Procedures

These policies and procedures may be modified at any time by the Committee or the Board.