

As Amended, Restated and Approved by Board of Directors on September 28, 2020, effective
September 28, 2020

RGC RESOURCES, INC.

**Charter of the Compensation Committee of
The Board of Directors**

I. Purpose

The primary purpose of the Compensation Committee (Committee) of the Board of Directors (Board) is to assist the Board in fulfilling its oversight responsibilities relating to compensation of the Company's directors and executive officers.

II. Committee Members

The Board appoints the members and Chair of the Committee considering the recommendations of the Governance and Nominating Committee. The Committee shall be composed of at least two independent directors as determined in accordance with the Securities and Exchange Commission ("SEC") and NASDAQ rules and regulations on independence.

III. Committee Meetings

The Committee shall meet at least annually with authority to convene additional meetings as called by the Chair of the Committee or at the request of any two members of the Committee. Minutes will be prepared and the Committee will report to the Board the results of its meetings. A majority of members shall constitute a quorum for the transaction of business by the Committee.

IV. Duties and Responsibilities

The Committee's basic responsibility is to assure that the executive officers of the Company and its wholly owned subsidiaries are compensated in a manner consistent with the compensation strategy of the Company and the requirements of the appropriate regulatory bodies. The duties and responsibilities of the Committee will include the following in addition to similar matters that may be referred to the Committee by the Board:

- A. Review annually and approve corporate goals and objectives relating to compensation of the Chief Executive Officer (the "CEO"), evaluate the performance of the CEO in light of those goals and objectives, and determine the compensation levels of the CEO, including salary, incentive and equity compensation, based on this evaluation and report to the Board on such matters. The CEO may not be present during voting or deliberations on his or her compensation.

- B. Review annually and approve the amount of salary, incentive and equity compensation, and any other compensation issues for the Company's executive officers and report to the Board on such matters.
- C. Review and make grants under the Company's equity incentive plans to employees, or make recommendations to the Board regarding such grants, and review and approve executive officer stock ownership guidelines, if any.
- D. Review and approve for recommendation to the Board the Compensation, Discussion and Analysis, including the Committee's report, for inclusion in the proxy statement, in accordance with applicable rules and regulations of the SEC and NASDAQ; and as part of this review, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Securities Exchange Act of 1934.
- E. Evaluate outside director compensation and make recommendations to the Board regarding same, including compensation for service on Board committees and as chair of a committee or the Board, as applicable.
- F. Review and annually reassess the adequacy of this Charter and recommend changes to the Board for approval.
- G. Retain or terminate, in its sole discretion and at Company expense, and be directly responsible for the appointment, compensation, evaluation and oversight of, consultants of the Committee's selection to advise it relative to compensation matters, only after taking into consideration factors relevant to adviser independence set forth in NASDAQ Listing Rule 5605(d)(3) and with a general practice that such consultant not also be used by the Company for any human resource matter.