

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

**RGC RESOURCES, INC.**

**Charter of the Governance and Nominating Committee of  
The Board of Directors**

I. Purpose

The purpose of the Governance and Nominating Committee (Committee) is to consider and make recommendations regarding the composition and corporate governance of the Board of Directors (Board). The Committee provides guidance to the Board in the areas of committee selection and rotation practices, evaluation of the overall effectiveness of the Board, consideration of developments in corporate governance practices, and evaluation of shareholder proposals.

II. Committee Members

The Board appoints the members and Chair of the Committee. The Committee shall be composed of at least three 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 has the following specific duties:

- A. Make recommendations to the Board concerning all nominees for Board membership, including the re-election of existing Board members. The Committee shall have the authority to hire, terminate, and determine the compensation of any search firm to be used to identify and recruit director candidates, if utilization of a search firm is authorized by the Board. The Committee shall also make recommendations on filling mid-term vacancies to the Board. The Committee will also recommend to the Board removal of a director when appropriate and in accordance with the bylaws and articles.

- B. Consider and make recommendations to the Board regarding nominees submitted by Company shareholders.
- C. Evaluate and make recommendations to the Board concerning the number and accountability of Board committees, committee leadership, committee assignments and committee membership rotation practices.
- D. Review issues and developments relating to environmental, social and corporate governance (ESG) issues and make recommendations to the Board.
- E. Make recommendations to the Board regarding Director orientation and continuing education.
- F. Evaluate Board and committee performance in accordance with all applicable laws, rules, and regulations.
- G. Review and periodically reassess the adequacy of this Charter and recommend changes to the Board for approval.
- H. Review and periodically reassess the adequacy of all other committee Charters and recommend changes to the Board for approval.

Perform such other functions as may be specifically referred to the Committee by the Board or the Chairman of the Board or as may be required by applicable rules, regulations or statutes.