

As Amended, Restated and Approved by Board of Directors
on July 25, 2016, effective as of July 25, 2016

RGC RESOURCES, INC.

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

I. Purpose

The primary purpose of the Governance and Nominating Committee (Committee) is to provide oversight on a broad range of issues surrounding the composition and operation of the Board of Directors (Board) of RGC Resources, Inc. and its affiliates (Resources), including identifying individuals qualified to become Board members, recommending nominees for Board election at the next annual meeting of shareholders, and recommending to the Board governance principles. The Committee also provides guidance to the Board in the areas of Committee selection and rotation practices, evaluation of the overall effectiveness of the Board, and consideration of developments in corporate governance practices. The Committee shall ensure that any report of the Committee that is required by the rules of the SEC to be included in the Company's annual proxy statement or other filings is prepared and so included.

II. Committee Members

The Committee shall be comprised of at least three independent directors as determined in accordance with the Securities and Exchange Commission (SEC) and NASDAQ rules and regulations on independence. Committee members shall be appointed and removed by the Board in its sole discretion.

III. Committee Meetings

The Committee will 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 decide any question brought before any meeting of 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 where appropriate and in accordance with the by laws and articles.

- B. Receive and evaluate any recommendations for Board positions that come from 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 corporate governance issues and make recommendations to the Board.
- E. Make recommendations to the Board regarding Director orientation and continuing education.
- F. Evaluate Board 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.

In addition, any similar matters may be specifically referred to the Committee by the Board or the Chairman of the Board.