

ASSOCIATED CAPITAL GROUP, INC.

NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

Organization

There shall be a Nominating Committee (the “*Committee*”) of the board of directors (the “*Board*”) of Associated Capital Group, Inc. (“*ACG*”), which shall be comprised of directors of ACG.

Members

The Board annually will appoint not less than two directors as members of the Committee.

Statement of Principle

The Committee has responsibility for identifying and recommending to the Board potential director candidates for nomination.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities in addition to any others that may be assigned by the Board:

- Identify, interview and recruit candidates for the Board.
- Review potential directors’ qualifications, skills, qualities and other relevant factors that the Committee considers appropriate in the context of the needs of the Board. In identifying nominees for directorships, the Committee will have a bias toward diverse representation of candidates who serve or have served as chief executive officers or presidents of public or private corporations or entities that are either for-profit or not-for-profit.
- Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of stockholders.
- Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.
- Review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken.
- Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board.

Chairperson

The Board will appoint a member as Chairperson of the Committee. In the event of the Chairperson's absence, the Committee may select another member as Chairperson.

Meetings

The Committee will determine the date, time and place for its meetings. The Committee may meet on written or verbal notice from the Chairperson. Any member of the Committee may also call a special meeting of the Committee by written request and invite other Committee members to attend. The Committee may establish those procedures for the conduct of its business it deems appropriate, such procedures to be in keeping with those adopted by the Board. All decisions will be by majority vote. In the event of a tie, the Chairperson will have the casting vote.

Quorum

A majority, but not fewer than two, of the members of the Committee constitute a quorum for the transaction of business.

Decisions

The Committee will report its recommendations and decisions to the Board at the Board's next regular meeting.

Secretary and Minutes

The Chairperson of the Committee will appoint a person to act as Secretary of the Committee. The minutes of the Committee meetings will be in writing and duly entered in the books of ACG.

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Adopted by resolution of the board of directors on November 12, 2015.