

## **CORPORATE GOVERNANCE/NOMINATING COMMITTEE CHARTER**

### MEMBERS

Thomas E. Chorman, Chair  
B. Joanne Edwards  
Jeffrey S. Edwards  
Daniel B. Hogan

### STATUS

Standing Committee of the Board of Directors of Standex International Corporation (the “Corporation”).

### MEMBERSHIP

The Nominating & Corporate Governance Committee (the “Committee”) shall be elected by the Board of Directors and shall consist of no less than three and no more than five members. All members shall meet the requirements for “independence” as defined by the rules of the New York Stock Exchange (“NYSE”). The Committee may invite other directors, staff and consultants to its meetings, as it deems appropriate.

### PURPOSE

The Committee is responsible for developing, reviewing, maintaining and recommending to the Board of Directors principles and guidelines of corporate governance for the operations of the Board of Directors and ensuring Board of Directors’ compliance with applicable statutes and the rules and regulations of the Securities & Exchange Commission (“SEC”) and the NYSE. The Committee shall also recommend to the Board of Directors candidates for consideration for board membership.

### RESPONSIBILITIES AND DUTIES

1. draft for the consideration of the Board of Directors and review periodically the Corporate Governance Guidelines and review the respective charters, committee structure and operations (including authority to delegate to subcommittees);
2. monitor and, as required, recommend for the consideration of the Board of Directors changes to the charters of the Board of Directors and standing committees for purposes of legal and regulatory compliance and to ensure corporate policies in the best interest of the shareholders;
3. monitor and evaluate the membership of the Board of Directors and the standing committees and maintain and modify, as necessary, criteria for such nomination and appointment to assure (a) nominees whose character, judgment and experience will best enable them to deal with matters that come before the Board, (b) the best interests of the shareholders are met; and (c) full compliance with the statutes and the rules and regulations of the SEC and the NYSE;

4. select and recommend to the Board candidates for consideration for election to the Board of Directors at the annual meeting of shareholders, nominate to the Board of Directors, when necessary, candidates for the consideration of the Board of Directors to fill vacancies on the Board of Directors, and review and make recommendations to the Board of Directors regarding candidates proposed, from time to time, by shareholders as nominees for election to the Board of Directors;
5. sole authority to retain and terminate any search firm to be used to identify director candidates including sole authority to approve the search firm fees and other retention terms; {NYSE 4-03}
6. conduct an annual compliance review of the activities and operations of the Board of Directors and the standing committees and make recommendations, as necessary, to the Board of Directors to facilitate such compliance;
7. establish and lead Board of Directors performance review process to measure the effectiveness of the Board of Directors, its committees and individual directors;
8. plan and oversee a Board of Directors' Education Program; and
9. conduct and take appropriate action in connection with the annual performance evaluation of the Committee.

#### MEETINGS

The Committee shall meet no less than twice in the fiscal year to consider recommendations for election to the Board of Directors and to monitor the compliance of the Board of Directors and the standing committees with applicable statutes and the rules and regulations of the SEC and NYSE.

#### REPORT

The Committee shall report, no less than annually, to the Board of Directors on candidates for nomination to the Board of Directors, on compliance of the Board of Directors and Standing Committees with applicable statutes and the rules and regulations of the SEC and NYSE and on the review process on the performance of the Board of Directors and its committees.