# ADAMS RESOURCES & ENERGY, INC. NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### I. PURPOSE

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") and has the purpose to (1) assist the Board by identifying individuals qualified to serve on the Board and its committees, consistent with criteria approved by the Board; (2) recommend to the Board, the director nominees for the annual meeting of the stockholders; (3) recommend to the Board, members and chairpersons for each of its committees; (4) lead the Board in its annual performance review; (5) periodically review the corporate governance principles of the Company and monitor compliance with such principles. The Committee shall also serve in an advisory capacity on matters of organizational and governance structure and the conduct of the Board.

#### II. MEMBERSHIP

The Committee shall consist of at least two members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange and applicable laws, and disclose that determination to the extent required. One member shall be appointed as Chairman of the Committee by the Board. The members of the Committee shall be appointed and may be removed by the Board.

#### III. MEETING

The Committee shall meet at least one time per year, or more frequently as circumstances dictate. The Committee shall report its actions and recommendations to the Board at the next regularly scheduled meeting.

### IV. RESPONSIBILITES AND DUTIES

In addition to the matters described above, the Committee shall have the responsibilities to:

- 1. Review and periodically make recommendations to the Board regarding the composition, size, structure, practices, policies, and activities of the Board and its committees.
- 2. Actively seek as necessary individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and to select or recommend to the Board. Criteria to be considered by the Committee for Board member candidates include an attained position of leadership in the candidate's field of endeavor, business and/or financial expertise, demonstrated sound business judgment, expertise relevant to the Company's lines of business, diversity of the candidate, corporate governance experience, and the ability to serve the interests of all stockholders.

- 3. Recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders.
- 4. Identify Board members qualified to fill vacancies on any committee of the Board including the Committee and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors, it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
- 5. Evaluate and assess as necessary the independence of members of the Board and director nominees. The Committee shall advise the Board regarding material relationships between the Company and a director.
- 6. Review the corporate governance principles at least one time per year.
- 7. Approve waivers or amendments to the Code of Business Ethics and the corporate governance guidelines for executive officers, financial officers, and directors. Such waivers or amendments shall be disclosed adequately and timely, to the extent required.
- 8. Review and periodically make recommendations to the Board regarding the Certification of Incorporation or Company Bylaws relating to issues of corporate governance.
- 9. Make certain that the Board has adequate opportunity to meet in executive session at each regularly scheduled Board meeting, without members of management present.
- 10. Prepare and issue the evaluation required under "Performance Evaluation" below.
- 11. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.
- 12. Review and reassess the adequacy of this Charter at least one time per year and recommend amendments to the Board for approval.
- 13. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

## **Performance Evaluation**

The Committee shall conduct and report to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chairman of the Committee.