

SMITH-MIDLAND CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Smith-Midland Corporation (the “Company”) to (1) assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of stockholders and the individuals to fill vacancies occurring between annual meetings of stockholders; (2) recommend to the Board the corporate governance guidelines applicable to the Company; (3) lead the Board in its annual review of the Board and management’s performance; and (4) recommend to the Board director nominees for each committee of the Board.

Membership

The Committee shall consist of two or more members. All members of the Committee shall meet the independence requirements of The Nasdaq Stock Market.

The members of the Committee shall be appointed annually by the Board based on recommendations from the Committee and will serve at the Board’s discretion. Committee members may be removed from the Committee by the Board at any time with or without cause and any vacancies will be filled through appointment by the Board.

The Board shall appoint one member of the Committee as its Chairperson.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

1. To identify individuals qualified to become Board members, consider candidates to fill positions on the Board, and recommend to the Board nominees to stand for election at the annual meetings of the Company’s stockholders. In identifying and considering candidates, the Committee shall consider all relevant factors including, without limitation, complementary skills, experience, areas of expertise, diversity and reputation, and any other criteria identified by the Board.

2. To consider any director candidates recommended by the Company’s stockholders pursuant to the procedures adopted by the Board or this Committee described in the Company’s proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s charter documents.

3. To identify and consider and make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders or to fill vacancies occurring between such annual meetings.
4. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
5. To periodically review the process for identifying and evaluating candidates for election to the Board. To complete customary vetting procedures and background checks with respect to individuals suggested for potential Board membership by stockholders of the Company or other sources.
6. To develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair his or her independence.
7. To review and make recommendations to the Board with respect to director independence determinations made with respect to continuing and prospective directors.
8. To review and make recommendations to the Board with respect to the size, composition, organization and governance of the Board and its committees.
9. To develop, subject to approval by the Board, the process for the evaluation of the Board and its committees and to oversee the conduct of this evaluation. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
10. To periodically review and reassess the Company's corporate governance procedures and practices and recommend any proposed changes to the Board for its consideration.
11. To evaluate the performance of management, the Board and each Board committee against their duties and responsibilities relating to corporate governance.
12. To periodically review and reassess the Company's certificate of incorporation, bylaws and committee charters and recommend any proposed changes to the Board for its consideration.
13. To monitor compliance with the Company's Ethics Code of Professional Conduct (the "Code") and to review the Code periodically and recommend any changes to the Board.
14. To review stockholder proposals, including timeline of submission, and recommend appropriate action to the Board.

15. To report to the Board, as requested, or as the Committee deems necessary, but not less frequently than annually.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of the Committee's outside counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.

Structure and Operations

The Committee shall meet at least annually at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.