

MGP INGREDIENTS, INC.

NOMINATING AND GOVERNANCE COMMITTEE

CHARTER

(Amended and Restated as of May 23, 2019)

I. PURPOSE

The purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of MGP Ingredients, Inc. (the “Company”) are to make recommendations to the Board of Directors with respect to the qualifications for director nominees, candidates for director nomination, policies concerning director compensation and length of service, board succession planning, corporate governance guidelines and stockholder proposals relating to governance and to oversee the evaluation of the Board and its committees.

II. COMPOSITION

The Committee will consist of three or more members of the Board, each of whom the Board has determined is “independent” under the corporate governance listing standards of the Nasdaq Stock Market.

The members of the Committee will be appointed and removed by the Board. Unless a committee chairperson is elected by the full Board, the members of the Committee may designate a committee chairperson by majority vote of the full Committee membership.

III. MEETINGS

The Committee will meet at least once annually, or more frequently as circumstances dictate. Meetings may be called at the request of the Chairman of the Board, the Committee chairperson, a majority of the members of the Committee or the Company's Chief Executive Officer. Minutes of each meeting will be compiled by the Company's Secretary or other designee of the Committee chairperson. Action may be taken by unanimous written consent. The Committee may form and delegate authority to subcommittees or members of the Committee when appropriate. The Committee is authorized to adopt other rules of procedure not inconsistent with any provision of this Charter, the Articles of Incorporation and Bylaws of the Company and the laws of the State of Kansas. The Committee shall conduct its business in the same manner as the Board or pursuant to the other rules of procedures it may adopt.

IV. RESPONSIBILITIES AND DUTIES

The following are the duties and responsibilities of the Committee:

1. From time to time the Committee will make recommendations to the Board with respect to changes deemed desirable in the size of the Board or any of its committees.
2. The Committee will recommend to the Board corporate governance guidelines applicable to the Company, shall review such guidelines at least annually and shall recommend to the Board any changes deemed appropriate by the Committee. The Committee will serve as a resource to the Board in addressing any corporate governance issues or matters that may arise.
3. The Committee will recommend criteria for the selection of Directors to the Board, including the qualifications, qualities, skills and other expertise required to be a Director, and may apply such criteria in connection with the identification of individuals to be Board members. The Committee will consider any diversity characteristics self-identified by a director nominee in forming its recommendation whether that person should serve on the Board.
4. The Committee will establish policies and procedures from time to time regarding the Director nominating process, including consideration of Director candidates recommended by stockholders of the Company.
5. When Director vacancies occur or as otherwise requested by the Board, the Committee will actively seek candidates to fill such vacancies or needs, and make recommendations to the Board.
6. The Committee will have the sole authority to retain and terminate any search firm to be used to identify Director candidates and will have sole authority to approve the search firm's fees and other retention terms, at the Company's expense.
7. The Committee will annually recommend to the Board nominees for election as Directors for the next annual meeting of stockholders.
8. The Committee will recommend to the Board policies concerning length of service of Board members.
9. The Committee will oversee Director orientation and continuing education.
10. The Committee will annually review its own performance and policies and procedures and oversee the evaluation of the performance of the Board and other Board committees.
11. The Committee will review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's corporate governance guidelines, and evaluate and recommend to the Board whether such resignation should be accepted.

12. The Committee will assist management in preparing disclosures to the Company's annual proxy statement to stockholders and other reports with respect to the Committee's policies and procedures and the Director nomination process as may be required by the rules of the Securities and Exchange Commission and Nasdaq Stock Market.

13. The Committee shall perform such other duties as may be delegated to the Committee by the Board.

V. RESOURCES AND AUTHORITY

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel and other experts or consultants as it deems appropriate, without seeking approval of the Board or management.