

**BOSTON OMAHA CORPORATION
AMENDED AND RESTATED NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE CHARTER**

(Last amended and restated on May 30, 2019)

This Nominating and Corporate Governance Committee Charter (this “**Charter**”) governs the operations of the Nominating and Corporate Governance Committee (the “**Nominating Committee**”) of the Board of Directors (the “**Board**”) of Boston Omaha Corporation (the “**Company**”).

Membership

The Nominating Committee shall consist of three or more directors, as determined by the Board in its discretion. Each member of the Committee shall be independent in accordance with the rules of the NASDAQ Stock Market.

The members of the Nominating Committee shall be appointed by the Board based on recommendations, if any, from the Nominating Committee, and shall serve at the discretion of the Board. The members of the Nominating Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation, removal or death. The Board may remove any member from the Nominating Committee at any time with or without cause.

Purpose

The purpose of the Nominating Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, make recommendations to the Board from time to time and when called upon regarding nominees for the Board and committees thereof, and to monitor the composition and assess the performance of the Board. Further, the Nominating Committee shall make recommendations to the Board regarding the development and maintenance the Company’s corporate governance policies, and any related matters required by applicable federal securities laws. All powers of the Nominating Committee are subject to the restrictions designated in the Company’s bylaws and by applicable law.

Duties and Responsibilities

The authority and responsibilities of the Nominating Committee shall include, without limitation, the following:

- To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”), and to review such Director Criteria annually with the Board.
- To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Nominating Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures described in the Company’s proxy statement. The Nominating 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 certificate of incorporation and bylaws. The Nominating Committee shall use the same Director Criteria and follow the same process in considering nominations from stockholders as it does with other candidates.

- To select and approve the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.
- To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles from time to time, as the Nominating Committee deems appropriate, and to recommend any changes to the Board.
- To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its certificate of incorporation and bylaws.
- To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
- To review the Board's leadership and committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.
- If a vacancy on the Board and/or any Board committee occurs, to identify and select and approve candidates to fill such vacancy either by election by stockholders or appointment by the Board.
- To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
- To develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair such director's independence.
- To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Nominating Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- To monitor compliance with the Company's Code of Business Conduct and Ethics (the "**Code**"), to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code and to review the Code periodically and recommend any changes to the Board.
- To develop and recommend to the Board for approval an officer succession plan (the "**Succession Plan**"), to review the Succession Plan periodically, develop and evaluate potential candidate for executive positions and recommend to the Board any changes to, and any candidates for succession under the Succession Plan.
- To review any director resignation letter tendered in accordance with the Company's director resignation policy, and evaluate and recommend to the Board whether such resignation should be accepted.
- To develop and recommend to the Board for approval a policy on Company political contributions and lobbying expenses, to receive and review periodically, but no less than

annually, a report on the Company's political contributions and lobbying expenses, and to review the policy periodically and recommend to the Board any changes to the policy based on the most recent report.

- To review proposals submitted by Company stockholders for inclusion in the Company's proxy materials and recommend to the Board appropriate action.
- To oversee the Company's strategy on corporate social responsibility and sustainability, including evaluating the impact of Company practices on communities and individuals, and to develop and recommend to the Board for approval policies and procedures relating to the Company's corporate social responsibility and sustainability activities.
- To complete such other duties as may be delegated to it from time to time by the Board.

Outside Advisors

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

The director search firm, outside counsel, executive search firm, and any other advisors retained by the Nominating Committee shall be independent as determined in the discretion of the Nominating Committee.

Structure and Operations

The Board shall designate a member of the Nominating Committee as the chairperson. The Nominating Committee shall meet with such frequency and at such places as it deems necessary to fulfill its responsibilities, and may establish its own schedule which it will provide to the Board in advance of any scheduled meetings. The Nominating Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Nominating Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Nominating Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board or as designated in the Company's Bylaws.

The Nominating Committee shall review this Charter from time to time as it deems appropriate and recommend any proposed changes to the Board for approval.

Investigations

The Nominating Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request that any officer, employee or advisor of the Company meet with the Nominating Committee or any advisors engaged by the Nominating Committee.

Delegation of Authority

The Nominating 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 Nominating Committee may deem appropriate in its sole discretion.

Performance Evaluation

The Nominating 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 Nominating Committee shall conduct this evaluation in such manner as it deems appropriate.