

**MDU RESOURCES GROUP, INC.**

**BOARD OF DIRECTORS NOMINATING AND GOVERNANCE COMMITTEE**

**CHARTER**

Purpose

The Nominating and Governance Committee provides recommendations to the Board with respect to (a) Board organization, membership, and function, (b) committee structure and membership, (c) succession planning for the executive management and directors of the Company and (d) corporate governance principles applicable to the Company, and takes a leadership role in shaping the corporate governance of the Company. The Nominating and Governance Committee assists the Board in overseeing the Company's management of risks in the Committee's areas of responsibility. The Committee identifies individuals qualified to become directors, and recommends to the Board the nominees for directors at the next annual meeting of shareholders. The Committee identifies and recommends to the Board individuals qualified to become principal officers of the Company. The Committee recommends to the Board the nominees for membership on each committee of the Board.

Authority and Responsibilities

The Nominating and Governance Committee shall:

1. Provide oversight of the evaluation of the Board and management.
2. Reflecting the Board's criteria for election to the Board, identify potential nominees to the Board and submit to the Board names of nominees for election to the Board between annual meetings of stockholders as well as nominees for the election by stockholders at the annual meeting. Consider nominations or proposals (for inclusion in the proxy statement) made by stockholders and make recommendations regarding the same to the Board.
3. Submit to the Board names of nominees for principal Company and Board offices.
4. Recommend to the Board individuals for appointment to and removal from committees of the Board.

5. Recommend to the Board criteria relating to tenure, such as retirement age, and limitations on the number of times a director may stand for reelection; in addition, recommend to the Board criteria for retention of directors insofar as attendance, health, or assumption of responsibilities are incompatible with effective Board membership.
6. Recommend to the Board the successor to the Chief Executive Officer when a vacancy occurs.
7. Recommend to the Board emergency procedures for management succession in the event of the unexpected disability of the CEO or other senior officers.
8. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; periodically review and assess the adequacy of such guidelines and recommend to the Board proposed changes thereto.
9. Discuss with management (a) policies with respect to the assessment and management of risks associated with board organization, membership and structure, succession planning for the Company's directors and executive officers and corporate governance and management's assessment of their adequacy and effectiveness, (b) the Company's material risk exposures in these areas and the steps taken to manage such exposures, and (c) the Company's risk tolerance in these areas and its relationship to Company strategy.
10. Review and evaluate the performance of the Nominating and Governance Committee on an annual basis.
11. Meet at such times and report to the Board regarding its deliberations, as necessary.
12. Review and assess the adequacy of this Charter on an annual basis and recommend to the Board any changes deemed necessary or desirable.
13. Retain and discharge, and approve fees and other terms and conditions for retention of, consultants and professional talent search organizations.

14. Direct any officer or employee of the Company or request any employee of the Company's advisors, consultants and professional talent search organizations, counsel or such other individual as it may deem appropriate to attend Committee meetings or meet with any Committee members.
15. Review the continuation on the Board of any director who has tendered a letter of proposed retirement or resignation from the Board and promptly recommend to the Board whether, in light of all factors deemed relevant, the Board should accept such proposed retirement or resignation or request that the director continue to serve on the Board.

#### Composition

The Nominating and Governance Committee is a standing committee of the Board. The Nominating and Governance Committee shall consist of not less than three members of the Board, each of whom satisfies the requirements for independence pursuant to the listing standards of the New York Stock Exchange. Committee members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to subcommittees of the Committee.

#### Resources

The Nominating and Governance Committee shall have the resources and appropriate funding, as determined by the Committee, to discharge its duties and responsibilities.

#### Date of Creation

August 7, 1975

#### Date Issued

May 16, 2013