

ADDvantage Technologies Group, Inc.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Amended December 3, 2009

1. DESCRIPTION AND PURPOSE

The Corporate Governance and Nominating Committee (the "*Committee*") is a standing committee of the Board of Directors (the "*Board*") of ADDvantage Technologies Group, Inc. (the "*Company*"). The primary functions of the Committee are to assist the Board in fulfilling its responsibilities regarding corporate governance, board composition, board member evaluation, board member nomination, and recommending and evaluating board committees.

2. COMPOSITION

The Committee shall be comprised of a minimum of three members of the Board, each of whom shall be independent of the Company. The members of the Committee will be appointed by the Board. Members of the Committee may be removed with or without cause by the Board in its discretion.

3. MEETINGS AND OTHER ACTIONS

The Committee shall meet as frequently as circumstances require, but not less than twice per fiscal year. Any corporate officer, other employee, and/or outside advisors may attend meetings of the Committee as invited by the Committee Chairperson (the "*Chairperson*"), except for portions of the meeting where his, her or their presence would be inappropriate, as determined by the Chairperson.

The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the bylaws of the Company, or (c) the laws of the State of Oklahoma.

4. MINUTES AND REPORTS

Minutes of each meeting of the Committee shall be kept and filed with the minutes of the meetings of the Board, and shall be distributed to each member of the Committee, members of the Board who are not Committee members, and the Secretary of the Company. Following a meeting of the Committee, the Committee shall report to the Board at its next regularly scheduled meeting, or whenever so requested by the Board.

5. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall include:

Corporate Governance Generally

- developing principles of corporate governance and recommending them to the Board for its consideration and approval;
- reviewing annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with; and
- overseeing compliance by the Board and its committees with applicable laws and regulations, including those promulgated by the Securities and Exchange Commission and the rules of The NASDAQ Stock Market.

Board Composition, Evaluation and Nominating Activities

- overseeing the Board evaluation process including conducting periodic evaluations of the performance of the Board as a whole;
- reviewing the composition and size of the Board and determining the criteria Board membership, including issues of character, judgment, diversity, age, expertise, corporate experience, length of service, other commitments and the like;
- evaluating the performance of current Board members eligible for reelection and recommending the Director nominees for election to the Board by the stockholders at the annual meeting of stockholders;
- identifying, considering and recommending candidates to fill new positions or vacancies on the Board, and reviewing any candidates recommended by the shareholders; in performing these duties, the Committee shall have the authority to retain and terminate any search firm to be used to identify Board candidates and shall have the authority to approve the search firm's fees and other retention terms;

Board Committees

- reviewing periodically the charter and composition of each Board committee and making recommendations to the Board for creating additional Board committees or changing the mandate or dissolving Board committees; and
- recommending to the Board persons to be members of the various Board committees.