

**AMES NATIONAL CORPORATION**  
**Ames, Iowa**

**NOMINATING COMMITTEE CHARTER**

**February 11, 2004**

**I. PURPOSE**

There is hereby established a Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Ames National Corporation (the "Company"). The purpose of the Committee is to assist the Board in its responsibilities to identify and select individuals qualified to become Board members; to select and recommend to the Board nominees to stand for election as directors at the annual meeting of shareholders; to select and recommend to the Board director candidates to fill any vacancies occurring on the Board from time to time; and to fulfill any other responsibilities detailed herein.

**II. COMMITTEE COMPOSITION**

The Committee shall be appointed by the Board and shall consist of no fewer than three Board members who are determined to be "independent" in accordance with such standards as shall be applicable to the Company under rules of the Securities and Exchange Commission and, to the extent applicable, in accordance with standards established by any national securities exchange or national securities association quotation system on which the Company's common stock may be listed.

**III. DUTIES AND RESPONSIBILITIES**

Among its duties and responsibilities the Committee shall:

- A. Identify, evaluate and recommend to Board the nominees to be submitted to the Company's shareholders for election as directors at each annual meeting of the shareholders;
- B. Evaluate and make recommendations to the Board regarding director nominees submitted by the Company's shareholders in accordance with the nomination procedure contained in Article 3 of the Company's bylaws;
- C. Identify, evaluate and recommend to the Board the election of individuals to fill any vacancies occurring on the Board from time to time;
- D. Review and recommend to the Board the desired characteristics of the composition of the Board including, but not limited to, size, competencies, experience of members, diversity, age and other appropriate qualities;

- E. Review members standing for re-election and evaluate such members on the basis of contribution, change of status and commitment to the Company, and make recommendations to the Board for re-election of members; and
- F. Identify, evaluate and recommend to the Board directors nominated and re-nominated to serve as directors of the Company's affiliate banks (an "Affiliate Bank").

#### **IV. MINIMUM QUALIFICATIONS**

Qualifications to be considered by the Committee in assessing director candidates shall include the following:

- A. An understanding of financial affairs and the complexities of a business organization. Although a career in business is not essential, the nominee should have a proven record of competence and accomplishments through leadership in business, education, professional practice or government;
- B. Board members are key links with clients and prospective clients of the Affiliate Banks. Business experience and community involvement are important criteria in evaluating candidates for possible Board membership;
- C. It is an important consideration, but not mandatory, that a candidate for the Board be a member of the board of directors of one of the Affiliate Banks;
- D. A reputation for high moral and ethical standards, and business or professional standing that will add to the Board's stature; and
- E. Meeting the age requirements of the Company's Age Limitation Policy. A newly nominated director should be under the age of 65 unless such nominee serves as an active officer of an Affiliate Bank. A director will be eligible to stand for re-election if such director will not be 75 years old by the end of the term for which the director is being nominated.

#### **V. PROCESS FOR IDENTIFYING AND EVALUATING NOMINEES**

The Board shall compile a list of candidates to submit to the Committee for its evaluation. The list of potential candidates will include any person(s) nominated by a shareholder in accordance with procedures outlined in Article 3 of the Company's bylaws. The bylaws are posted on the Company's website at [www.amesnational.com](http://www.amesnational.com). The evaluation process for director and shareholder candidates will be applied uniformly. The Committee may also identify and evaluate any other person that may come to the attention of the Committee as a candidate for nomination as a director. The Committee shall evaluate each candidate utilizing the minimum qualifications specified in this Charter and taking into account any information deemed by the Committee to be relevant to the evaluation process. The Committee will, to the extent the Committee deems appropriate, contact Company directors not serving on the Committee, Affiliate Bank directors and management, and

shareholders nominating individuals, to ensure the necessary information is obtained to properly evaluate the desirability of each candidate.

The Committee will make its recommendations to the Board based upon the desired composition of the Board, review of minimum qualifications and other information deemed by the Committee to be relevant and the readily ascertainable strengths and weakness of each individual candidate.

The Committee shall meet at such times as shall be deemed necessary by the Committee to perform its duties under this Charter and to make its recommendations to the Board in sufficient time to enable the Board to evaluate the recommendations and determine those persons who shall be nominated for election as directors at each annual meeting of shareholders.