

BKF CAPITAL GROUP, INC.

NOMINATING & GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Nominating & Governance Committee shall (a) identify individuals qualified to become Board members (consistent with criteria approved by the Board); (b) select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders; (c) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and (d) oversee the evaluation of the Board and management.

II. Organization

The Nominating & Governance Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the New York Stock Exchange and any other regulatory requirements.

The members of the Nominating & Governance Committee shall be appointed by the Board. Members of the Nominating & Governance Committee may be removed at any time by action of the Board. The Nominating & Governance Committee's chairperson shall be designated by the Board or, if it does not do so, the members of the Nominating & Governance Committee shall elect a chairperson by a vote of the majority of the full Nominating & Governance Committee.

The Nominating & Governance Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the New York Stock Exchange. Any such subcommittee must have a published Committee Charter.

III. Meetings

The Nominating & Governance Committee shall meet at least two times per year, or more frequently as circumstances require.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Nominating & Governance Committee shall:

1. Identify individuals qualified to become members of the Board (consistent with criteria approved by the Board), and select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders.

2. Make recommendations to the Board with respect to membership on committees of the Board, other than the Nominating & Governance Committee.
3. Assist the Board in planning for Chief Executive Officer succession, as well as develop plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence.
4. Receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance.
5. Participate in and oversee the evaluation of management, and report the results of such evaluation to the Board at least annually.
6. Prepare and recommend to the Board a set of corporate governance guidelines applicable to the Company. Review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate by the Nominating & Governance Committee.
7. Maintain an orientation program for new directors and continuing education programs for directors.
8. Review and reassess the adequacy of this Charter annually in light of the New York Stock Exchange requirements and federal securities laws, and recommend to the Board any changes deemed appropriate by the Nominating & Governance Committee.
9. Review its own performance annually.
10. Report regularly to the Board.
11. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Nominating & Governance Committee or the Board deems appropriate.

V. Resources

The Nominating & Governance Committee shall have the sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain other professionals to assist it with any background checks.

The Nominating & Governance Committee shall have the sole authority to determine the extent of funding necessary for payment of compensation to any search firm and the authority to determine the extent of funding necessary for payment of compensation to any other professionals retained to advise the Nominating & Governance Committee.