

August 25, 2015

**RAVEN INDUSTRIES, INC.
GOVERNANCE COMMITTEE CHARTER**

I. Purpose.

The primary purpose of the Governance Committee (the “Committee”) is to create and monitor the structure and process by which the Board of Directors (the “Board”) operates; to develop and recommend a set of corporate governance principles; to identify individuals qualified for Board service; to recommend director nominees for shareholder vote; to review management’s relationship with the Board; to assess the Board’s effectiveness; and other matters relating to corporate governance and the rights and interests of the Company’s shareholders.

II. Membership and Procedures.

- The Committee shall be comprised of all Independent Directors of the Board, as defined in and determined pursuant to the rules and regulations of NASDAQ.
- Committee members and the Chair of the Committee shall be nominated by the Governance Committee after consultation with the Chairman of the Board, and elected annually by the Board.
- The Committee shall meet at least twice a year and as scheduled by the Committee Chair. At the request of the Committee, meetings may be held with members of management and/or with independent advisors or consultants.
- The Committee may delegate one or more of its functions to subcommittees established from time to time by the Committee, but the Committee shall remain responsible for any function delegated to a subcommittee.
- The Committee Chair shall report on the Committee’s findings and recommendations.
- The Committee shall have the authority to, at the Company’s expense, identify, engage and establish the terms of retention for independent counsel, search firms, or other advisors and consultants as it deems necessary to perform the duties and fulfill the responsibilities assigned to it by the Board. The Committee shall assess the independence of such advisors prior to engagement and shall retain control and oversight over advisors’ work in support of the Committee.

III. Key Responsibilities.

The following duties, responsibilities and functions are set forth as a guide to fulfilling the Committee's purposes, with the understanding that the Committee may undertake other and different activities, and that the Committee's activities may diverge from those described below, as appropriate under the circumstances.

In such a manner as the Committee determines is appropriate to fulfill its purposes, the Committee shall:

- Review and recommend policies for the composition of the Board, including such criteria as:
 - The size of the Board.
 - The extent to which the Board shall represent a diversity of experience, employment, background and other relevant factors.
 - Director retirement requirements or standards.
- Recommend to the full Board:
 - Criteria for the selection of new directors and nominees for vacancies on the Board, including procedures for soliciting and/or reviewing potential nominees from directors and shareholders.
 - Candidates for Board membership.
 - Candidates for the positions of Chairman of the Board and Chair of the Governance Committee, Audit Committee, and Personnel and Compensation Committee.
 - Candidates for committee membership in consultation with the Chairman of the Board.
 - Policies for terms and rotations for Committee members and/or Committee Chairs.
 - A decision on the tendered resignation of a director.
 - A decision on the removal of a director from committee membership where appropriate.

- Evaluate the qualifications, performance and independence of Board members standing for re-election and make recommendations to the Board as to re-election.
- Nominate (a) individuals to be presented for election as directors of Raven at the Annual Meeting of Stockholders, and (b) the individual to be presented for election as Chairman of the Board.
- Lead the annual Board assessment and make recommendations as required.
- Review and reassess annually the Board's organizational structure and its relationship to senior management and recommend any proposed changes to the Board for approval.
- Perform an evaluation of the Committee's performance and review the adequacy of this Charter on an annual basis, and recommend any proposed changes to the Board for approval.
- Ensure an appropriate corporate orientation and training program for new directors.
- Recommend to the full Board any continuing education requirements, including the scope and frequency of such requirements, for all directors and/or directors serving on certain committees.
- Review and recommend changes with regard to Raven's Certificate of Incorporation or By-laws.
- Review corporate governance matters including any necessary modifications to Raven's Board Policies on an annual basis.
- Establish any Special Committees necessary to undertake projects which do not fall within the jurisdiction of other committees of the Board.