

FIRST CAPITAL, INC.

NOMINATING COMMITTEE CHARTER

I. Purpose

The primary objectives of the Nominating Committee (the “Committee”) are to assist the Board of Directors (the “Board”) of First Capital, Inc. (the “Company”) by: (i) identifying individuals qualified to become Board members and recommending that the Board select a group of director nominees for each annual meeting of the Company’s stockholders; (ii) ensuring that the Audit, Compensation and Nominating Committees of the Board shall have the benefit of qualified and experienced independent directors; and (iii) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the definition of “independent director” under the listing requirements of The NASDAQ Stock Market LLC (“NASDAQ Rules”) and any applicable Securities and Exchange Commission rules and regulations.

Committee members shall be appointed by the Board on an annual basis. Members shall serve until their successors are appointed or until their earlier death, resignation or removal. The Committee’s Chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a Chairperson by vote of a majority of the full Committee. Any member of the Committee may be removed at any time with or without cause by resolution adopted by a majority of the Board. Any member of the Committee may resign from the Committee at any time by giving written notice to the Chairman of the Board or the Secretary of the Company. Unless otherwise specified thereon, such resignation shall take effect upon receipt. The acceptance of such resignation shall not be necessary to make it effective.

The Committee may form and delegate authority to subcommittees when appropriate.

III. Structure and Meetings

The Chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Committee shall keep written minutes of all meetings. The Committee may request any officer or employee of the Company or any of

its subsidiaries or any legal, accounting, or other advisor to attend a meeting of the Committee or to meet with any member of or advisor to the Committee.

IV. Goals and Responsibilities

(A) The Committee shall: (i) make recommendations to the Board on the size and composition of the Board; (ii) review possible candidates for Board membership consistent with the Board's criteria for selecting new directors; (iii) annually recommend a group of nominees to the Board with respect to nominations for the Board at the annual meeting of the Company's stockholders; (iv) make recommendations to the Board regarding the selection and approval of candidates to fill any Board vacancy; and (v) generally advise the Board on corporate governance matters.

(B) The Committee shall also advise the Board on: (i) standards for outside director independence consistent with the requirements of applicable laws, regulations, and the NASDAQ Rules; (ii) committee member qualifications; (iii) committee member appointments and removals; (iv) committee structure and operations (including authority to delegate to subcommittees); and (v) committee reporting to the Board. The Committee shall maintain an orientation program for new directors and a continuing education program for all directors.

(C) The Committee shall annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.

(D) The Committee shall perform any other activities consistent with this charter, the Company's bylaws and governing law and regulations as the Committee or the Board deems appropriate.

V. Performance Evaluation

The Committee shall conduct an annual performance evaluation of the Board. The evaluation shall be of the Board's contribution as a whole and specifically review areas in which the Board and/or management believes a better contribution could be made.

VI. Committee Resources

The Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting or other advisors, including any search firm, as it deems necessary to fulfill its duties and responsibilities under this charter. The Committee shall have the sole authority to retain, terminate, set the compensation for, and oversee the work of any such external legal, accounting, or other advisor.