

ROCKY SHOES & BOOTS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

As adopted March 4, 2004
To be effective as of May 11, 2004

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Rocky Shoes & Boots, Inc. (the “Company”) is to:

- identify and evaluate individuals qualified to become Board members;
- recommend for the Board’s selection the director nominees for the next annual meeting of shareholders or to fill Board vacancies;
- review and recommend overall Board composition and makeup;
- review and recommend to the Board the appointment of Board members for each Board committee;
- develop and monitor implementation of corporate governance principles;
- formulate, administer and oversee the Company’s Code of Business Conduct and Ethics; and
- lead the Board in its annual review of the Board’s performance.

II. Composition and Meetings

The Committee will be composed of no fewer than three members, each of whom must be an “independent director” as defined by Rule 4200(a)(15) of The Nasdaq Stock Market. The Committee members will be appointed by the Board and will serve until their successors are appointed and qualified. Committee members may be replaced by the Board. If a Committee Chair is not designated or present, the members of the Committee may designate a Chair by a majority vote of the Committee membership.

The Committee will meet as often as its members deem necessary to perform the Committee’s responsibilities, but not less than twice a year. The Committee may request any officer or employee of the Company, its outside counsel, or independent auditor to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee. The Committee will make regular reports to the Board on its activities.

The Committee will have the authority to form and delegate any of its responsibilities to a subcommittee or subcommittees.

III. Authority, Duties and Responsibilities

The Committee will develop criteria and processes to identify and evaluate prospective candidates for the Board. The Committee will look for candidates who, as a group, meet the Company's strategic needs; possess the highest personal values, judgment and integrity; have an understanding of the regulatory and policy environment in which the Company does business; and have substantial experience which is of particular relevance to the Company.

The Committee will recommend for the Board's selection all nominees for Board membership, whether for the slate of director's nominees to be proposed by the Board to the shareholders or any director nominees to be elected by the Board to fill interim director vacancies.

Unless otherwise determined by the Committee, the Committee shall consider shareholder recommendations regarding possible candidates for director, provided: (i) such recommendations are provided to the Committee in writing at least 120 days prior to the date of the next scheduled annual meeting; (ii) the nominating shareholder meets the eligibility requirements to submit a valid shareholder proposal under Rule 14a-8 of the Securities Exchange Act of 1934; and (iii) the shareholder describes the qualifications, attributes, skills, or other qualities of the recommended director candidate.

In connection with its responsibilities, the Committee will have the authority, to the extent it deems necessary or appropriate, to retain and terminate any search firm to be used to identify director candidates and will have the authority to approve the search firm's fees and other retention items. The Committee will also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

The Committee will develop policies on the size and composition of the Board. The Committee will also recommend to the Board the appointment of Board members to committees of the Board.

The Committee will develop and monitor implementation of the corporate governance principles, and will review the guidelines periodically, as it deems necessary, and recommend appropriate changes. The Committee will also:

- monitor issues and developments related to corporate governance;
- formulate, administer, and oversee compliance with the Company's Code of Business Conduct and Ethics; and
- oversee the evaluation of the Board and senior management.

The Committee will review this charter periodically for adequacy and recommend to the Board any necessary changes.

IV. Performance Review

The Committee will conduct an annual performance evaluation of itself. The Committee will also oversee the evaluation of the Board.