

**SOUTHWEST GEORGIA FINANCIAL CORPORATION
NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

I. PURPOSE

The primary function of the Nominating Committee (the “Committee”) of Southwest Georgia Financial Corporation (the “Company”) is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing from time to time the size and composition of the Board of Directors and identifying individuals for nomination as directors and to fill vacancies on the Board of Directors.

II. COMPOSITION

The Committee shall be comprised of members of the Board of Directors each of whom are “independent” as defined by the listing standards of the NYSE Amex and the federal securities laws.

The members of the Committee shall be elected by the Board at the annual meeting of the Board and shall serve for one year or until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at least annually, or more frequently as circumstances dictate. All actions of the Committee shall be approved by a majority vote.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

1. Review and recommend from time to time any changes to the size and composition of the Board of Directors and its committees.
2. Consistent with the provisions of the Restated Articles of Incorporation and the Bylaws of the Company, identify and recommend individuals for nomination as director or to fill a vacancy on the Board considering qualifications and characteristics that the Committee from time to time deem appropriate, including the individual’s interest in the Company, his or her Company shareholdings, integrity, independence, business experience, education, accounting and financial expertise, age, diversity, reputation, civic and community relationships, and knowledge and experience in matters impacting financial institutions.

3. Prior to nominating an existing director for re-election, consider and review such director's Board and committee attendance and performance.
4. Consider candidates properly recommended by shareholders to be nominees for director if such recommendations are made in writing by a holder of any outstanding class of shares of the Company entitled to vote for director.
5. Report on the activities of the Committee from time to time and make recommendations as appropriate to the Board.
6. Review and reassess the adequacy of this Charter and the performance of the Committee at least annually and recommend changes as necessary.
7. Perform any other duties or responsibilities expressly delegated to the Committee by the Board of Directors from time to time.
8. Determine who may be present at Committee meetings.

V. OUTSIDE ADVISORS

The Committee may retain independent counsel, accountants or other professional advisors to assist it in carrying out its responsibilities. The Company shall provide for appropriate funding, at the request of the Committee, for payment of any such advisors retained by the Committee.