

**CORPORATE GOVERNANCE COMMITTEE
CHARTER
OTTER TAIL CORPORATION**

Approved December 17, 2019

I. Purpose

The Corporate Governance Committee of the Board of Directors (“Board”) of Otter Tail Corporation (“Corporation”) has been formed to identify and recommend to the Board qualified candidates for election as directors, to recommend committee assignments for directors, and to recommend actions necessary for proper governance of the Corporation and for evaluating the performance of the Board and the Chief Executive Officer.

II. Membership

The Corporate Governance Committee shall be comprised of a minimum of three directors of the Board, each of whom shall meet the independence requirements established by applicable laws and regulations, including the rules and regulations of The Nasdaq Stock Market LLC. Terms of members shall continue until a successor is appointed by the Board. The Board may remove, replace, or add new members to the Corporate Governance Committee at any time in its sole discretion.

III. Duties and Responsibilities

The Corporate Governance Committee shall:

- Review with the Board on an annual basis, and make recommendations to the Board, regarding the composition of the Board, including the size of the Board and the appropriate skills and characteristics required of directors of the Board in the context of the current make-up of the Board, including a reputation for integrity, honesty and ethical conduct; demonstrated leadership and excellence in their fields of service; diversity of background, industry, professional skills and life experiences; understanding of relevant industries, technologies and markets; financial literacy; independence; interest in and ability to understand the various constituencies of the Corporation and to act in the interest of its shareholders; and commitment to regularly attending and participating in meetings of the Board and its committees and annual meetings of shareholders.
- Develop and recommend to the Board criteria for screening and selecting nominees to the Board.
- Working with the Chief Executive Officer and the Chairman of the Board of the Corporation, identify, evaluate and recommend to the Board director nominees for election to the Board, whether at the annual meeting or to fill vacancies created by expansion, retirement, resignation or for any other reason, including incumbent directors and candidates validly nominated by the Corporation’s shareholders.
- In identifying the pool of potential candidates from which new director nominees are

chosen, endeavor to include qualified female and racially or ethnically diverse candidates. Require that search firms asked to conduct a director search follow a similar process.

- Develop a process as appropriate to the circumstance to extend the invitation to the candidate or candidates to join the Board or stand for election, as the case may be.
- Working with the Chief Executive Officer and Chairman of the Board of the Corporation and with input from individual directors, recommend to the Board the assignment of chairs and members of committees of the Board, taking into account applicable independence and experience requirements of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, The Nasdaq Stock Market LLC, and such other factors as the Corporate Governance Committee may deem appropriate.
- With input from the Chief Executive Officer of the Corporation, recommend to the Board officers for annual election.
- Review issues and developments related to corporate governance practices and make recommendations to the Board on changes in structure, rules or practice necessary for compliance and for good corporate governance, including an annual review of and recommendations to the Board of any modifications for, the Corporation's Corporate Governance Guidelines.
- Periodically review and make recommendations to the Board for any modifications to the Corporation's Articles of Incorporation and Bylaws.
- Review and evaluate proposals submitted by shareholders for a vote of shareholders and recommend a course of action to the Board with respect to such proposals.
- Periodically review the orientation program for new directors and opportunities and requirements for director continuing education.
- With input from the Board as a whole, evaluate the performance of the Chief Executive Officer at least annually. Review the continuation on the Board of any director who has tendered a letter of resignation from the Board pursuant to the director Resignation Policy and promptly recommend to the Board whether, in light of all factors deemed relevant, the Board should accept such proposed resignation or request that the director continue to serve on the Board.
- Annually solicit input from the Board and review the role and effectiveness of the Board, its committees and directors. Review annually the Committee's performance.
- Report to the Board on its activities on a regular basis and carry out such other duties as may be delegated to it by the Board from time to time.

II. Engagement of Advisors

The Committee has the authority and appropriate funding to retain any search firm or firms to be used to identify director candidates, and such legal counsel or other advisors, as it deems necessary, to advise and assist with respect to any matters within the charter of the Corporate Governance Committee.

III. Agenda

The Chair of the Committee, in consultation with appropriate members of the Corporation's management, will develop the Corporate Governance Committee's agenda for each meeting. The agenda shall be included with the written notice of the meeting.

IV. Meetings and Actions

The Corporate Governance Committee will meet at least three (3) times per year. Meetings of the Corporate Governance Committee shall be called at the request of the Chair with appropriate notice to members. Any action by the Corporate Governance Committee can be taken at a meeting or, in lieu of a meeting, by written action signed by not less than a majority of the members of the Corporate Governance Committee. A meeting of the Corporate Governance Committee may be conducted by conference call, video conference, or other similar electronic arrangement allowing for verbal discussion of the matters being considered. Any action taken by the Corporate Governance Committee shall require the approval of a majority of the members of the Corporate Governance Committee. A majority of the members of the Corporate Governance Committee shall constitute a quorum for the transaction of the business of the Corporate Governance Committee. Attendance at a meeting of the Corporate Governance Committee shall constitute a waiver of notice of the meeting.

V. Standard of Conduct

The standard of conduct for the members of the Corporate Governance Committee shall be the same as the standard of conduct for directors of the Board under Section 302A.251 of Minnesota Statutes.

VI. Review of Charter; Amendment

The Corporate Governance Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. This charter is subject to amendment at any time and for any reason by the Board.