

P&F INDUSTRIES, INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

MEMBERSHIP

The Corporate Governance and Nominating Committee (the "Committee") of the board of directors (the "Board") of P&F Industries, Inc. (the "Company") shall consist of two or more members. All members of the Committee shall be directors of the Company. Each member of the Committee shall be independent in accordance with the rules of The NASDAQ Stock Market ("NASDAQ") or, with the approval of the Board, satisfy one or more of the exceptions permitted by NASDAQ.

The members of the Committee shall be appointed by the Board based on recommendations from the Committee. The members of the Committee shall serve at the pleasure of the Board until such member is removed by the Board or such member's resignation or death. The Board may remove any member from the Committee at any time with or without cause.

PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures, developing and maintaining the Company's corporate governance policies and any related matters required by the federal securities laws or applicable state law.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

1. To identify individuals qualified to become Board members, consider candidates to fill positions on the Board, and recommend to the Board nominees to stand for election at the annual meetings of the Company's stockholders. In identifying and considering candidates, the Committee shall consider all relevant factors including, without limitation, complementary skills, experience, areas of expertise, diversity and reputation (collectively, "Director Criteria").
2. To consider any director candidates recommended by the Company's stockholders pursuant to the procedures adopted by the Board or this Committee described in the Company's proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents.

3. To identify and consider and make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders or to fill vacancies occurring between such annual meetings.

4. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

5. To periodically review the process for identifying and evaluating candidates for election to the Board.

6. To develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair its independence.

7. To review and make recommendations to the Board with respect to director independence determinations made with respect to continuing and prospective directors.

8. To review and make recommendations to the Board with respect to the size, composition, organization and governance of the Board and its committees.

9. To develop, subject to approval by the Board, a process for the evaluation of the Board and its committees and to oversee the conduct of this evaluation.

10. To periodically review and reassess the Company's corporate governance procedures and practices and recommend any proposed changes to the Board for its consideration.

11. To evaluate the performance of management, the Board and each Board committee against their duties and responsibilities relating to corporate governance;

12. To periodically review and reassess the Company's certificate of incorporation, by-laws and committee charters and recommend any proposed changes to the Board for its consideration.

13. To monitor compliance with the Company's Code of Business Conduct and Ethics (the "Code") and to review the Code periodically and recommend any changes to the Board.

14. To review stockholder proposals, including timeline of submission, and recommend appropriate action to the Board.

15. To report to the Board, as requested, or as the Committee deems necessary, but not less frequently than annually.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of the Committee's outside counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.

STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least annually at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

DELEGATION OF AUTHORITY

The Committee may form and delegate authority to subcommittees, as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors. The Committee or any subcommittee shall have the right to consult with or obtain input from management.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Amended: April 20, 2015