

ASSOCIATED CAPITAL GROUP, INC.
AUDIT COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER

Statement of Purpose

The purpose of the Audit Committee (the “*Committee*”) is to assist the board of directors (the “*Board*”) of Associated Capital Group, Inc. (“*ACG*”) in fulfilling its oversight responsibilities with respect to (1) the integrity of ACG’s financial statements; (2) ACG’s compliance with legal and regulatory requirements; (3) the independent auditors qualifications and independence; (4) the performance of ACG’s independent auditors; (5) the design and implementation of ACG’s internal audit function and the performance of the internal audit function after it has been established; and (6) such other matters as directed by the Board or this Charter.

The Committee’s responsibilities are limited to oversight. ACG’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles (“*GAAP*”) and other applicable reporting and disclosure standards and for preparing ACG’s financial statements. ACG’s independent auditors are responsible for auditing and reviewing those financial statements.

Members

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of the New York Stock Exchange (the “*NYSE*”) and the independence rules for members of audit committees issued by the Securities and Exchange Commission (the “*SEC*”), subject in each case to applicable transition provisions or exceptions. Each Committee member must be financially literate as determined by the Board in its business judgment. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined under SEC rules.

No Committee member may simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of the member to effectively serve on the Committee and this determination is disclosed in accordance with NYSE rules.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities in addition to any others that may be assigned by the Board:

A. General

1. Oversee the quality and objectivity of ACG's financial statements and the independent audit thereof.
2. Review and evaluate any issues raised by the independent auditors or management regarding the accounting or financial reporting policies and practices of ACG and its internal controls.
3. Act as a liaison between ACG's independent auditors and the full Board.

B. Specific

Oversight of Financial Disclosure Matters

Quarterly

1. Discuss with management and the independent auditors:
 - (a) any significant financial reporting issues, analyses and judgments made in connection with the preparation of ACG's financial statements, including any significant changes in ACG's selection or application of accounting principles or methods;
 - (b) any significant deficiencies or material weaknesses in the design or operation of internal controls therein and any fraud involving management or other employees who have a significant role in ACG's internal controls;
 - (c) the development, selection and disclosure of critical accounting estimates; and
 - (d) analyses of the effect of alternative assumptions, estimates or GAAP methods on ACG's financial statements.
2. Discuss with management, the independent auditors and internal audit the effect of regulatory and accounting initiatives as well as off-balance sheet structures on ACG's financial statements.
3. Review and discuss with management and the independent auditors the information to be provided in ACG's earnings press releases, including the use of

“pro forma” or “adjusted” non-GAAP information, as well as the nature of and process for providing information to analysts and ratings agencies.

4. Meet (in person or telephonically) to review and discuss the quarterly financial statements, including ACG’s disclosure under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” with management and the independent auditors prior to the filing of the Form 10-Q (or prior to the press release of results, if possible), including for the purpose of determining that the independent auditors do not take exception to the disclosure and content of the financial statements, and discuss any other matters required to be communicated to the Committee by the auditors. The Chairperson of the Committee, or his nominee, may represent the entire Committee for purposes of this review.
5. Discuss with management ACG’s major risk exposures and the steps management has taken to monitor and control such exposures, including ACG’s risk assessment and risk management policies.

Annually

1. Meet (in person or telephonically) to review and discuss the financial statements contained in the annual report to stockholders, including ACG’s disclosure under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” with management and the independent auditors, including for the purpose of ascertaining if the independent auditors are satisfied with the disclosure and content of the financial statements to be presented to the stockholders including:
 - (a) the results of their timely analysis of significant financial reporting issues and practices, including changes in, or adoptions of, accounting principles and disclosure practices;
 - (b) their judgments about the quality, not just acceptability, of accounting principles and the clarity of the financial disclosure practices used or proposed to be used, and particularly, the degree of aggressiveness or conservatism of the organization’s accounting principles and underlying estimates;
 - (c) their reasoning in accepting or questioning significant estimates by management; and
 - (d) other significant decisions made in preparing the financial statements.
2. The Committee must provide ACG with the report of the Committee with respect to the audited financial statements for inclusion in each of ACG’s annual proxy statements.

Oversight of the Relationship with the Independent Auditors

1. Be directly responsible for the appointment, compensation, retention, termination (if necessary) and oversight of the work of any independent auditors engaged (including the resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for ACG, and any independent auditors must report directly to the Committee;
2. Review and preapprove (which may be pursuant to appropriate preapproval policies and procedures) both audit and nonaudit services to be provided by the independent auditors, unless such services fall within available exceptions under SEC rules. The authority to grant preapprovals may be delegated to one or more designated members of the Committee, whose decisions will be presented to the full Committee at its next regularly scheduled meeting.
3. At least annually, obtain and review a report from the independent auditors describing:
 - (a) the auditing firm's internal quality-control procedures;
 - (b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; and
 - (c) all relationships between the independent auditors and ACG in order to assess the auditors' objectivity or independence;
4. Meet with ACG's independent auditors at least twice a year, and more often if required, to review the conduct and the results of each external audit of ACG's financial statements, including:
 - (a) the independent auditors' judgment as to adequacy of the internal controls;
 - (b) the independent auditors' findings and recommendations on internal controls maintained by ACG together with the responses of management, including the status of previous audit recommendations;
 - (c) the independent auditors' views as to the adequacy and clarity of disclosures in ACG's financial statements in relation to generally accepted accounting principles;

- (d) all critical accounting policies and practices to be used and any changes in ACG's accounting policies and methods for accounting for significant unusual transactions or for controversial or emerging areas;
 - (e) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of such alternatives and the independent auditors' preferred treatment;
 - (f) other material written communications with management;
 - (g) the auditors' views about how ACG's choices of accounting and tax principles, disclosure practices and valuation policies may affect stockholders and public views and attitudes about ACG;
 - (h) any significant audit problems, serious difficulties or disputes with management encountered during the course of the audit and management's response;
 - (i) inquiries about significant risks and exposures and steps management has taken to minimize such risks to ACG;
 - (j) any significant changes to the audit plan; and
 - (k) matters to be discussed with the independent auditors pursuant to applicable auditing standards.
5. Resolve disagreements between management and the independent auditors regarding financial reporting.

Oversight of the Internal Audit Department

1. Review the annual audit plan of the internal audit department, including for the purpose of assessing the ability of the internal audit department to provide management and the Committee with ongoing assessments of ACG's risk management processes and systems of internal control.
2. Review and advise on the selection and removal of senior internal audit personnel.
3. Periodically review with internal audit department any significant difficulties, disagreements with management or scope restrictions encountered in the course of the department's work.
4. Periodically review the activities, responsibilities, budget and qualifications of the internal audit department.

Other Responsibilities

1. Consider, in consultation with the independent auditors, the scope and plan of upcoming external audits to assure completeness of coverage and effective use of audit resources, and review with the independent auditors their conclusions regarding ACG's accounting and internal control procedures.
2. Investigate improprieties or suspected improprieties in ACG's operations or accounting.
3. Establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by ACG regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of ACG of concerns regarding questionable accounting or auditing matters.
4. Report to the Board regarding its activities on a regular and timely basis.
5. Meet periodically with management, the independent auditors and internal audit (or the persons responsible for the design and implementation of the internal audit function, if ACG's internal audit function has not yet been established) in separate executive sessions to discuss pertinent matters.
6. Set clear hiring policies for employees or former employees of the independent auditors.
7. Authorize and oversee investigations into any matters within the Committee's scope of responsibilities, or as specifically delegated to the Committee by the Board.
8. Review and reassess the adequacy of this Charter on an annual basis and propose any changes for the approval of the full Board.
9. Perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter.

Resources and Authority of the Audit Committee

The Audit Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain (on terms it determines appropriate), terminate, and approve the fees and other retention terms of special or independent counsel, accountants or other experts and advisors, as it deems necessary or appropriate, without

seeking approval of the Board or management. ACG shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:

1. Compensation to the independent auditors and any other public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for ACG;
2. Compensation of any advisers employed by the Committee; and
3. Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Chairperson

The Board will appoint a member as Chairperson of the Committee. In the event of the Chairperson's absence, the Committee may select another member as Chairperson.

Meetings

The Committee will determine the date, time and place for its meetings. The Committee may meet on written or verbal notice from the Chairperson or upon notice from the independent auditors. Any member of the Committee may also call a special meeting of the Committee by written request and invite other Committee members to attend. The Committee may establish those procedures for the conduct of its business it deems appropriate, such procedures to be in keeping with those adopted by the Board. All decisions will be by majority vote. In the event of a tie, the Chairperson will have the casting vote.

Quorum

A majority, but not fewer than two, members of the Committee constitute a quorum for the transaction of business.

Decisions

The Committee will report its recommendations and decisions to the Board at the Board's next regular meeting.

Secretary and Minutes

The Chairperson of the Committee will appoint a person to act as Secretary of the Committee meetings to record the minutes which will be in writing and duly entered in the books of ACG.

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Adopted by resolution of the board of directors on November 12, 2015.