

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

AAC HOLDINGS, INC.

(Adopted on June 3, 2014)

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of AAC Holdings, Inc. (the “Company”) shall consist of at least three (3) directors. Each Committee member shall satisfy the applicable independence requirements of the New York Stock Exchange (“NYSE”). No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the Securities and Exchange Commission (“SEC”) or any securities exchange or market on which shares of the common stock of the Company are traded. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Members of the Committee shall be appointed annually by the Board on recommendation of this Committee and in accordance with the Company’s Bylaws. Committee members may be removed by the Board at any time. The Board shall designate the chairman (“Chairman”) of the Committee.

I. PURPOSE

The purpose of the Committee is (i) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for each annual meeting of stockholders; (ii) to assist the Board in the event of any vacancy on the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board qualified individuals to fill any such vacancy; (iii) to recommend to the Board director nominees for each Board committee; (iv) to develop and recommend to the Board a set of effective corporate governance policies and procedures applicable to the Company (“Governance Guidelines”) when required; (v) to review the Governance Guidelines on an annual basis and recommend to the Board any changes deemed necessary or desirable; and (vi) to monitor, oversee and review compliance with the Governance Guidelines and all other applicable policies of the Company as the Committee or the Board deems necessary or desirable.

II. AUTHORITY AND RESPONSIBILITIES

In general, the authority and responsibilities delegated to the Committee by the Board shall include the following:

1. The Committee shall have the responsibility to develop and recommend criteria for the selection of new directors to the Board, including, without limitation, age, skills, experience, time availability (including the number of other boards he or she sits on in the context of the needs of the Board and the Company) and such other criteria as the Committee shall determine to be relevant at the time. The Committee shall have the power to apply such criteria in connection with the identification of individuals to be Board members, as well as to apply the standards for independence required by the NYSE listing requirements and applicable law. When vacancies occur or otherwise at the direction of the Board, the Committee shall actively seek individuals whom the Committee determines meet such criteria and standards for recommendation to the Board.

2. The Committee shall annually oversee the performance evaluation of the Board as a whole to determine whether the Board and its committees (including the Committee) are functioning effectively. This evaluation shall include a comparison of each committee's performance with the requirements of its charter. At the conclusion of this process, the Chairman of the Committee will report to the Board and may make recommendations regarding changes for consideration by the Board.

3. The Committee shall make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.

4. The Committee shall recommend to the Board nominees for directors to be submitted to a stockholder vote at the next annual meeting of stockholders.

5. The Committee shall review and consider candidates who may be suggested by any director or executive officer of the Company or by any stockholder if made in accordance with the Company's Bylaws and Articles of Incorporation and applicable law.

6. The Committee shall make recommendations to the Board in respect of committee structure and shall recommend to the Board the nominees for appointment to committees of the Board on at least an annual basis.

7. The Committee shall make recommendations to the Board regarding Board meetings, such as with respect to meeting frequency, date, location, agenda items and participants.

8. The Committee shall from time to time review the Company's Bylaws and the charters of the committees of the Board (including its own charter no less frequently than annually) and, as the Committee deems appropriate, recommend amendments to the Board to reflect the activities of each of the respective committees, changes in applicable law or regulations and other relevant considerations.

9. The Committee shall develop and recommend to the Board the Governance Guidelines applicable to the Company when required, and, not less frequently than annually, review and reassess the adequacy of such guidelines and recommend to the Board any changes deemed appropriate.

10. The Committee shall generally advise the Board (as a whole) on corporate governance matters.

11. The Committee shall be responsible for the preparation of the disclosures required by Item 407 of Regulation S-K to be included in the Company's proxy statement relating to the director nominating process and communications between the Company's stockholders and the Board. The Committee also shall be responsible for reviewing periodically the Company's policies and procedures underlying such disclosures and, where the Committee deems it appropriate, recommending to the Board changes to such policies and procedures.

12. The Committee shall develop an appropriate orientation program for all new directors. The Committee shall also, with input from management, consider what continuing education programs may be appropriate for members of the Board.

13. The Committee may form and delegate authority to subcommittees consisting of one or more members as it deems appropriate.

14. Where the Committee determines necessary or appropriate, the Committee shall have the authority, in its sole discretion, to engage search firms, financial, legal and other advisers to advise the Committee. The Committee shall be empowered (without further action by the Board) to cause the Company to pay the compensation of such advisers as established by the Committee.

15. The Committee may obtain the advice and assistance of the management and corporate staff to assist the Committee in carrying out its responsibilities.

16. The Committee shall perform such other activities, consistent with this Charter, the Company's Articles of Incorporation and Bylaws, governing law and rules and regulations of the NYSE and SEC as may be assigned to the Committee by the Board.

III. MEETINGS

The Committee shall meet as often as it determines necessary or appropriate to carry out its responsibilities, but not less frequently than two (2) times per year. Special meetings may be called by the Chairman. A majority of the members of the Committee shall constitute a quorum. The Chairman shall preside at each meeting and, in the absence of the Chairman, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chairman (or acting chair) may direct appropriate members of management and staff to prepare draft agendas and related background information for each Committee meeting. The draft agenda shall be reviewed and approved by the Committee Chairman (or acting chair) in advance of distribution to the other Committee members. Any background materials, together with the agenda, should be distributed to the Committee members in advance of the meeting. All meetings of the Committee shall be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved by the Committee, shall be duly filed in the Company records. Each meeting may, at the discretion of the Committee, have an "executive session" in which the Committee members meet without management present. Reports of meetings of the Committee shall be made to the Board at or before its next regularly scheduled meeting following the Committee meeting and shall include a summary of the Committee's recommendations and actions.