STANDEX INTERNATIONAL CORPORATION

CORPORATE GOVERNANCE GUIDELINES

A. Introduction

These Guidelines, adopted by the Board of Directors of Standex International Corporation, (the "Company") set forth the policies and procedures for the effective performance of management duties by the Board of Directors. These Guidelines provide a flexible framework for the Board in order to assure compliance with the state and federal laws and regulations and the applicable rules of the New York Stock Exchange (the "NYSE"), and to assure that the Company acts effectively and efficiently in the best interests of the stockholders.

B. Board of Directors

1. **Number.** The By-laws of the Company provide that the Board shall be composed of not less than seven nor more than fifteen directors as fixed by the stockholders from time to time. The Board periodically evaluates whether the slate of directors should increase or decrease.

2. **Selection of Board Members.** The directors are divided into three classes as nearly equal in number as possible. The members of each class serve for three year terms or until their successor is duly elected and qualified. Each year at the Company's annual meeting, the Board recommends a slate of directors for election by the stockholders. Recommendations are made after review and consultation with the Nominating/Corporate Governance Committee as to the suitability of each individual including satisfaction of membership criteria established by the Nominating/Corporate Governance Committee. Vacancies during any term may be filled by a majority of directors of the Board with such newly appointed directors serving until the next election of directors for the applicable class.

3. **Responsibilities.** The Board is responsible for oversight of the management of the business and affairs of the Company and for the exercise of all such necessary powers in order to do all such lawful acts as are not, by statute or by the Certificate of Incorporation or the By-Laws directed or required to be exercised or be done by the stockholders. The Board delegates the day to day management of the Company to the CEO of the Company.

4. **Director Qualifications.** The Nominating/Corporate Governance Committee maintains and modifies, as necessary, criteria for nomination and appointment of directors as well as monitoring and evaluating the membership of the Board and the standing committees in order to assure (a) nominees whose character, judgment and experience will best enable them to deal with matters that come before the Board, (b) the best interests of the stockholders are met; and (c) full compliance with the statutes and the rules and regulations of federal and state laws and the NYSE. The Nominating/Corporate Governance Committee selects,

and recommends to the Board, candidates for consideration for election to the Board and to fill vacancies on the Board, and reviews and makes recommendations to the Board regarding candidates proposed by stockholders for election to the Board.

5. **Other Directorships.** No director is restricted from serving on the board of directors or other companies provided such other directorships (a) do not result in a conflict of interest with the interests of the Company, as determined by the Nominating/Corporate Governance Committee or (b) such director is no longer considered "independent" as defined under the applicable regulations and statutes of the NYSE and the requirements of the Securities and Exchange Commission (the "SEC").

6. **Independent Directors – Board Composition.** The Board maintains that at least a majority of directors should qualify as independent directors. A director's "independence" shall be determined in accordance with the applicable regulations of the NYSE and the SEC.

7. **Board Leadership.** As a matter of policy, the Board has chosen the Company's most recently retired CEO to serve as the Chairman of the Board and believes that the offices of Chairman of the Board and CEO should be separate and not held by the same person.

8. **Board Meetings and Attendance.** As provided by the By-Laws of the Company regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by standing resolution of the Board. Special and telephone meetings shall be held as needed. Each director has a duty to attend, whenever possible, all meetings of the Board and of each committee on which the director serves and to review in advance all meeting materials.

9. **Meeting Materials.** Agendas and meeting materials will be distributed in advance of Board and committee meetings so as to provide each director with the opportunity to review the materials prior to the meeting. The Chairman of the Board and the CEO shall establish the agenda for each meeting. Each director may suggest inclusion of any item on the agenda.

10. **Standing Committees.** The Board has five standing committees: the Audit Committee, the Compensation Committee, the Nominating/Corporate Governance Committee, the Executive Committee and the Retirement Plans Committee. The members of the Audit Committee, the Compensation Committee and the Nominating/Corporate Governance Committee shall be "independent" within the meaning of the NYSE's listing standards and the SEC. Further, no member of the Audit Committee may be an affiliated person of the Company within the meaning of Section 10(A) of the Securities Exchange Act of 1934.

11. **Board Orientation and Continuing Education.** The Nominating/Corporate Governance Committee shall be responsible for developing, planning and overseeing a Directors' Education Program and for developing an orientation program for new directors.

12. **Annual Board Evaluation.** The Nominating/Corporate Governance Committee shall conduct an annual compliance review of the activities and operations of the Board and the standing committees and make recommendations, as necessary to the Board to facilitate such compliance. The Nominating/Corporate Governance Committee shall also establish and lead the Board's performance review process in order to measure the effectiveness of the Board, its committees and individual directors.

13. **Term Limits – Retirement Policy.** The Board does not limit members from serving on the Board after a certain number of terms because such limitations precludes the ability to benefit from the insight of long term members of the Board into the Company and its operations which in turn provides increasing contribution to the Board as a whole. The Board has established a retirement age for directors of 75 years. Directors may complete terms for which they were elected prior to age 75.

14. **Executive Sessions of Non-Management Directors.** The Non-Management Directors of the Company will meet at regularly scheduled executive sessions (i.e. with no management directors or management present). Non-Management Directors are defined in accordance with Rule 16a-1(f) of the Securities Act of 1933, as amended. A lead director, who is a non-management director, will call any Executive session of the Board and will encompass such topics as the non-management directors determine. The lead director will confer with the Chairman and with the CEO on any matters that may require their attention. Instructions as to how interested parties may make their concerns known to the non-management directors as a group will appear in the Company's annual meeting proxy materials.

15. **Board Contact with Senior Management.** Directors shall have complete access to senior management of the Company in order to ensure that the directors can ask all questions and access information necessary to fulfill their duties. The Board may specify a procedure for making such inquiries. When appropriate, Company personnel may be invited to attend any Board meeting at which their presence and expertise would help the Board to have a full understanding of matters being considered.

16. **Access to Advisors.** The Board shall have the ability to engage, consult with and access such outside sources, including consultants, experts, auditors and other advisors as they deem prudent in order to fulfill their responsibilities.

17. **Director Compensation.** The Compensation Committee shall annually review Board compensation and make recommendations to the Board for changes in form and amount of director compensation in order to ensure competitive remuneration based on companies of similar size and to ensure the maintenance of director independence requirements. Directors who are full time employees or have consulting agreements serve without additional compensation, unless otherwise authorized by the Board. A Director may defer Compensation, including compensation for serving on a committee, in accordance with the Company's policy on deferral of directors' fees.

18. **Annual CEO Evaluation.** The Compensation Committee shall review and approve corporate goals and objectives as submitted by the CEO on an annual basis. The Compensation Committee shall review and evaluate the CEO's performance in relation to the goals and objectives and make recommendations to the Board with respect to incentive based compensation and set the CEO's compensation taking into consideration similar compensation levels and incentive awards at similar companies. The Compensation Committee shall also, at least annually, review and approve the CEO's employment agreement and any special or supplemental benefits.

19. **CEO and Senior Management Succession Planning.** The CEO shall periodically report to the Board on management development and succession planning. The Board shall identify, and periodically update, the qualities and characteristics necessary for an effective CEO of the Company. The Board shall monitor and review potential internal candidates and have contingency plans in the event of the departure, death or disability of the CEO or other senior management to ensure emergency succession planning to facilitate any necessary leadership transition.

20. **Board Interaction with Institutional Investors, the Press, etc.** The Board believes that management speaks for the Company. Non-Management Directors of the Board shall not respond to media inquiries regarding the Company. All such inquiries shall be referred to the CEO of the Company or his designee for appropriate handling. It is anticipated that individual Board members may, from time to time, meet or otherwise communicate with various constituencies involved with the Company. It is expected that the Board members will do so only with the knowledge of management, and in most situations, at the request of management.