



Corporate Governance Policy

Board of Directors

We are governed by our Board of Directors. Our Board is composed of seven directors, each of whom is elected at the annual meeting of stockholders and serves until the next annual meeting.

The role of the board is to oversee management and to assure that long-term stockholder interests are served. Through oversight, review and counsel, the Board establishes and advances our business and organizational objectives. The Board's oversight responsibilities include: (i) evaluating our executive officers' performance and reviewing our succession plan for the CEO and senior management; (ii) reviewing our long-range business plans and monitoring performance relative to achievement of those plans; (iii) advising management regarding our long-range strategic issues and risks; (iv) overseeing management in the execution of its risk management responsibilities and assessing our overall approach to risk management; and (v) approving policies of corporate conduct that continue to promote and maintain our integrity. The Board exercises direct oversight of strategic risks to the Company and other risk areas not delegated to one of its committees. Each committee charged with oversight over specific risk matters reports up to the Board on those matters. In addition, the Board is responsible for overseeing the implementation and effectiveness of the Company's ethics and compliance program.

With the exception of Peter D. Holt, our Chief Executive Officer, all of our directors are outside directors (i.e., directors who are neither officers nor employees of ours). The Board has determined that all of our outside directors are independent under the applicable listing standards of the NASDAQ Capital Market.

In the event that any of our directors (1) changes his or her employer or otherwise has a significant change in job responsibilities, (2) accepts or intends to accept a directorship with another company (or with any other organization that would require a significant time commitment) or (3) in the case of a director who is an employee of the Company, retires or otherwise terminates active employment with the Company, then that director must submit to the Nominating and Governance Committee a signed letter, addressed to such Committee, (i) resigning as a director of the Company effective upon the acceptance of such resignation by the Committee, and (ii) advising the Nominating and Governance Committee of the reason or reasons for such resignation. The Nominating and Governance Committee will then evaluate whether the director continues to satisfy the Board's membership criteria in light of his or her new occupational status and whether continued service on the Board is appropriate. The

Nominating and Governance Committee will then make a recommendation to the Board as to whether to accept or decline such resignation. The Board will accept or reject as it determines is appropriate after consultation with the Nominating and Governance Committee. In some instances, it may be appropriate for the Nominating and Governance Committee to recommend that the Board decline such resignation, but that the director cease participation on one or more committees or that the director not be re-nominated to the Board.

Committees of the Board

Our Board of Directors has standing Compensation, Audit, and Nominating and Governance Committees. All of the members of each committee are outside directors who are independent under the applicable listing standards of the NASDAQ Capital Market.

Compensation Committee

The Compensation Committee makes recommendations to the Board of Directors concerning the base salaries and cash bonuses of our executive officers and reviews our employee compensation policies generally. The Committee also administers our stock option plans as they apply to our executive officers and other employees. In addition, the Committee periodically reviews our compensation practices to evaluate whether they pose enterprise or other risks to us.

The SEC rules and the NASDAQ Capital Market rules require us to have all independent Compensation Committee members. Our Board of Directors has affirmatively determined that all members of the Compensation Committee meet the definition of “independent director” for purposes of serving on a Nominating and Governance Committee under applicable SEC and NASDAQ Capital Market rules.

Audit Committee

The Audit Committee assists the Board of Directors in fulfilling its oversight responsibilities relating to the integrity of our financial statements, the qualifications and experience of our independent accountants, the performance of our internal audit function and our independent accountants, and our compliance with legal and regulatory requirements.

The Audit Committee reviews our risk management policies and practices and reports any significant issues to the Board. Matters of risk management are brought to the Committee’s attention by our Chief Financial Officer, who fills the functional role of our chief risk officer, or by our principal internal auditor, who focuses on potential weaknesses that could result in a failure of an internal control process. Our management reviews and reports on potential areas of risk at the Committee’s request or at the request of other members of the Board.

The SEC rules and the NASDAQ Capital Market rules require us to have all independent Audit Committee members, and that at least one Audit Committee member is an “audit committee financial expert”, as such term is defined in Rule 407 of Regulation S-K. Our Board of Directors has affirmatively determined that all current Audit Committee members meet the definition of “independent director” for purposes of serving on an Audit Committee under

applicable SEC and NASDAQ Capital Market rules, and that at least one such member is an audit committee financial expert.

Nominating and Governance Committee

The Nominating and Governance Committee identifies and evaluates possible nominees for election to the Board of Directors and recommends to the Board a slate of nominees for election at the annual meeting of stockholders. The Committee also recommends to the Board director assignments to the Board's committees. In addition, the Committee develops, recommends to the Board and oversees the implementation of our corporate governance policies and practices.

The Committee considers a variety of factors in evaluating a candidate for selection as a nominee for election as a director. These factors include the candidate's personal qualities, including, in particular, the candidate's probity, independence of judgment and analytical skills, and the candidate's professional experience, educational background, knowledge of our business and healthcare services generally, and experience serving on the boards of other public companies. While we do not currently have a formal diversity policy in connection with the selection of candidates as nominees for election as directors, the Board seeks directors who bring to the Board a mix of backgrounds and experiences that will enhance the quality of the Board's deliberations and decisions. The Committee has not established any minimum qualifications that a candidate must possess. In determining whether to recommend an incumbent director for re-election, the Committee also considers the director's preparation for and participation in meetings of the Board of Directors and the committee or committees of the Board on which the director serves.

In identifying potential candidates for selection in the future as nominees for election as directors, the Committee relies on suggestions and recommendations from the other directors, management, stockholders and others and, when appropriate, may retain a search firm for assistance. Our Bylaws include the procedures and limitations for a stockholder of a group of stockholders to nominate a candidate for our Board and to have the candidate included in our proxy for our annual meeting of stockholders. The procedures described in our Bylaws are the only means by which stockholders may nominate a Board candidate. Any stockholder who wants to nominate a candidate should review our Bylaws to determine the procedures and limitations for doing so. The preceding description of the nomination and proxy access provisions contained in our Bylaws is summary in nature and is qualified in its entirety by reference to the amended and restated Bylaws, which were filed with the SEC as an exhibit to Form 8-K on August 9, 2018.

The SEC rules and the NASDAQ Capital Market rules require us to have all independent Nominating and Corporate Governance Committee members. Our Board of Directors has affirmatively determined that all members of the Nominating and Governance Committee meet the definition of "independent director" for purposes of serving on a Nominating and Governance Committee under applicable SEC and NASDAQ Capital Market rules.

Committee Charters

The charters of the Compensation, Audit, and Nominating and Governance Committees are available on the Company's website.

Corporate Governance

Executive Sessions of the Board

Our Board of Directors excuses Mr. Holt, our Chief Executive Officer, as well as any of our other executive officers who may be present by invitation, from a portion of each meeting of the Board in order to allow the Board to review Mr. Holt's performance as Chief Executive Officer and to enable each director to raise any matter of interest or concern without the presence of management.

Board Evaluation

Our directors annually review the performance of the Board of Directors and its committees and the performance of their fellow directors by completing confidential evaluation forms that are returned to the Chair of the Nominating and Governance Committee. At a subsequent meeting of the Board, the Committee Chair leads a discussion with the full Board of any issues and suggestions for improvement identified in his review of these evaluation forms. ***Policy on Related Party Transactions***

The Board of Directors has adopted a written policy requiring certain transactions with related parties to be approved in advance by the Audit Committee. For purposes of this policy, a related party includes any director or executive officer or an immediate family member of any director or executive officer. The transactions subject to review include any transaction, arrangement or relationship (or any series of similar transactions, arrangements and relationships) in which (i) we will be a participant, (ii) the aggregate amount involved exceeds \$100,000.00 and (iii) a related party will have a direct or indirect interest. In reviewing proposed transactions with related parties, the Audit Committee will consider the benefits to us of the proposed transaction, the potential effect of the proposed transaction on the director's independence (if the related party is a director), and the terms of the proposed transaction and whether those terms are comparable to the terms available to an unrelated third party or to employees generally.

The full text of our Policy and Procedures for Reviewing Related Party Transactions is available on the Company's website.

Succession Planning

The Board of Directors annually reviews and approves our succession planning for our Chief Executive Officer, our other executive officers and a number of other officers.

Communications with the Board

Stockholders who would like to communicate with the Board may do so by writing to the Board of Directors, The Joint Corp., 16767 N. Perimeter Drive, Suite 240, Scottsdale, AZ 85260, Attention: Peter Holt. We will process all communications received. Communications relating to matters within the scope of the Board's responsibilities will be forwarded to the Lead Director and at his direction to the other directors, and communications relating to ordinary day-to-day business matters that are not within the scope of the Board's responsibilities will be forwarded to the appropriate officer or executive. Communications addressed to a particular committee of the Board will be forwarded to the chair of that committee and at his direction to the other members of the committee.