THOMPSON IM FUNDS, INC.
NOMINATING COMMITTEE CHARTER

(Revised As of December 2, 2025)

This nominating committee charter sets forth the roles and responsibilities of the nominating committee (the "Committee") of the Board of Directors (the "Board") of Thompson IM Funds, Inc. (the "Funds"), the policies and procedures for director nominations, and process and manner in which shareholders can communicate with the Board.

I. Composition of Nominating Committee

A. The Committee shall consist of two or more directors, none of whom are "interested persons" of the Funds ("Independent Directors") within the meaning of Section 2(a)(19) of the Investment Company Act of 1940, as amended (the "1940 Act"). Each member of the Committee shall complete a questionnaire at least annually to confirm that such member is an Independent Director. The composition of the Committee shall be as set forth on Exhibit A attached hereto, which may be amended from time to time.

B. Members of the Committee shall be appointed (and may only be removed or replaced) by a majority of the Independent Directors then serving on the Board.

C. Each member of the Committee shall continue to serve until the earliest to occur of his death, retirement, resignation or removal as a director, resignation as a Committee member, removal by a majority of the Independent Directors then serving on the Board or replacement by a duly appointed successor.

D. The Committee shall appoint a Chair of the Committee. The Chair shall preside at all Committee meetings at which he or she is present and have such other duties and powers as may be determined by the other Committee members. The Chair shall serve in such capacity until removed by the Committee or replaced by a duly appointed successor.

II. General Rights and Responsibilities of Nominating Committee

A. Committee Purposes.

The purposes, rights and responsibilities of the Nominating Committee are the following:

1. To identify, evaluate, consider and recommend persons to the Board, to recommend persons to the Board for appointment to the Audit Committee of the Board, and to appoint Directors to any other committee of the Board;

2. To select and nominate Independent Directors for appointment or election to the Board;

3. To determine the independence of proposed Independent Directors and review and ensure their ongoing independence;

4. To develop and recommend to the Board suitable qualifications for directors;

5. To recommend to the Board the compensation of the Independent Directors and members of committees of the Board;

6. To coordinate and facilitate evaluations of the performance of the Board and its committees, including the Committee;

7. To review and assess periodically the adequacy of this Charter and recommend any proposed changes to the Board for approval, with any material amendments to this Charter requiring the approval of both a majority of the Funds' directors and a majority of the Independent Directors;

8. To engage such search firms, attorneys, consultants and experts as the Committee deems appropriate in discharging its responsibilities, at the expense of the Funds; and

9. To take such other action and accept such other responsibilities as may be delegated by the Board.

B. Committee Meetings.

1. The Committee may meet as often as it determines on at least 48 hours' notice to the Committee members (although the members may waive such notice requirement), but not less frequently than annually. Meetings may be in person or by means of telephone conference call.

2. A majority of the members of the Committee shall constitute a quorum for purposes of its meetings.

3. The approval of a majority of the members of the Committee then present at a meeting shall be required in order for the Committee to take action.

4. The Committee may take action by written consent of a majority of the members of the Committee in lieu of a meeting. Any Committee member may indicate his or her consent by e-mail or other electronic means, provided the Committee member intends his or her electronic transmission to serve as his or her written consent under this Committee Charter.

III. Consideration of Director Nominees

A. Identification, Consideration, Evaluation and Selection of Nominees.

1. The Committee (or its representatives) shall identify persons to consider as directors from time to time as the need arises, such as in anticipation of the resignation, death or retirement of a director, and may engage outside search firms and consultants and seek input from others for such purposes.

2. The Committee may, but is not required to, consider proposed director nominees who are recommended or suggested by persons other than Committee members, such as the Funds' management, independent auditors, legal counsel and other service providers, search firms, consultants and shareholders of the Funds.

3. In considering proposed director nominees, the Committee may review resumes and other biographical information about the candidates, conduct background checks, consult with references, conduct interviews and meet as needed to discuss candidates.

B. Director Qualifications

1. Factors to be considered by the Committee for determining persons for recommendation or selection as directors may include the following, among others that the Committee may deem appropriate: the candidate's judgment; skill; business and professional experience (particularly in comparable industries and in relation to the experience of other directors); other directorship experience, special expertise, if any; commitment, willingness and ability to serve; education; place of residence and proximity or convenience to the Funds' principal offices; character and integrity; public profile and community involvement; diversity; ability to work with others; independence; and nature of any relationships with the Funds or its management and other directors

2. No person shall be recommended or nominated by the Committee unless the Committee is satisfied that the person understands and agrees to discharge his fiduciary duties to the shareholders of the Funds and that the appointment or election of such person as a director is in the best interests of the Funds and their shareholders.

3. The Committee may establish and develop minimum standards and qualifications for directors, including education, business or professional experience, age and the like. Except for the requirement that the Nominating Committee will review each independent director's continued service as an independent director when such independent director attains age 75 and annually thereafter, the Committee has not established or developed any minimum standards or qualifications for directors.

C. Shareholder Nominations.

1. Shareholders of the Funds may at any time make recommendations and suggestions to the Committee regarding possible director nominees.

2. The Committee will consider recommendations and nominations by shareholders of persons to the Board so long as such recommendations and nominations have been made within one year prior to the appointment or election of a director.

3. Recommendations and suggestions by shareholders for possible director nominees that have not been made within one year prior to the appointment or election of a director will generally be disregarded.

IV. Shareholder Communications with Board

A. Shareholders are encouraged to communicate in writing to the Board on matters that are relevant to the management, operation, governance and marketing of the Funds and germane to their interests as shareholders.

B. Such communications shall be sent to the Secretary of the Funds who will review the nature of such communications and forward those he believes in good faith raise serious and relevant matters for consideration by the Board. The Secretary of the Funds may seek the assistance of counsel to the Funds in determining whether a shareholder communication should be forwarded to the Board. Shareholder communications are to be sent to the following address:

Thompson IM Funds, Inc.
Attention: Secretary
1255 Fourier Dr., Suite 200
Madison, WI 53717

C. Directors are expected but not required to attend meetings of shareholders of the Funds.

EXHIBIT A

COMPOSITION OF NOMINATING COMMITTEE

Joyce Minor - Chair
George E. Austin
Aaron D. Olver