

## BEAZER HOMES USA, INC.

### NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

Last Revised: November 10, 2017

This charter (“Charter”) of the Nominating/Corporate Governance Committee (the “Committee”) was adopted by the Board of Directors (the “Board”) of Beazer Homes USA, Inc. (the “Company”).

#### **I. Purposes of the Committee**

The purposes of the Committee are to:

- A. Oversee the composition of the Board to provide that qualified individuals meeting the criteria of the New York Stock Exchange (“NYSE”) and the regulations of the Securities and Exchange Commission (“SEC”) serve as members of the Board and its committees; and
- B. Develop, recommend to the Board and oversee the implementation of corporate governance principles, policies, codes of conduct and codes of ethics relating to the operation of the Board and its committees and the Company as a whole.

#### **II. Responsibilities**

In discharging its general purposes, the Committee shall have the following duties:

- A. Identification of Candidates. To identify individuals qualified to serve on the Board as vacancies arise;
- B. Recommendation of Nominees. To recommend to the full Board for selection the director nominees to be voted upon at the next annual meeting of the shareholders of the Company;
- C. Removal of Directors. To recommend to the full Board the termination of the directorship of individual directors for appropriate reasons;
- D. Board Composition. To make recommendations to the full Board concerning the appropriate size and needs of the Board;
- E. Committee Composition. To recommend to the Board appointees to committees of the Board and to recommend removal of committee members to the Board based on such criteria as the Committee shall from time to time establish to provide that each committee has an appropriate breadth of expertise and that the members of each committee have sufficiently diverse and independent skill sets and backgrounds;

- F. Corporate Governance Guidelines. To develop and recommend to the full Board a set of corporate governance guidelines applicable to the Company as more fully described in Article IV, Section A of this Charter;
- G. Compliance. To oversee and evaluate compliance by the Board and the Company's employees with the Company's Corporate Governance Guidelines and its Code of Business Conduct and Ethics;
- H. Orientation and Training. To coordinate the training and orientation of directors;
- I. Annual Performance Evaluation. To evaluate each year the performance of the Finance Committee, the Compensation Committee, the Audit Committee and any other committees that may be established by the Board as well as each of the individual directors and the full Board;
- J. Annual Performance Review. To submit to an annual performance review by the Board;
- K. Other Duties. To perform any other activities required by applicable law, rules or regulations, including the rules of the SEC and any stock exchange or market on which the Company's securities may be listed from time to time for Nominating/Corporate Governance Committees, and perform such other activities that are consistent with this Charter, the Company's Bylaws and governing laws, as the Committee or the Board deems necessary or appropriate; and
- L. Reporting. The Committee shall make a report to the full Board on activities and actions taken on a periodic basis, but no less than annually.

**III. Nomination of Directors**

- A. Criteria.
  - 1. The Committee is charged with seeking out nominees to enhance the effectiveness and independence of the Board.
  - 2. The Committee is charged with seeking candidates for the Board who have experience in appropriate areas and disciplines. The criteria that the Committee shall consider in selecting candidates for the Board shall include, in addition to any applicable requirements of law or of the NYSE, business experience, specific expertise, strength of character, judgment, factors relating to the current composition of the Board (including its size and structure) and principles of diversity.
  - 3. It shall be a policy of the Committee that an individual who has reached age 74 (at the time of nomination) shall not be eligible to be nominated for election or re-election to the Board. In appropriate circumstances, the

Committee shall have authority to recommend that the Board waive this requirement.

- B. Engagement of Consultants. The Committee has the sole/exclusive authority on behalf of the Company to engage and terminate any search firm used to identify candidates for nomination to the Board. This authority shall include the authority to approve any such firm's fees and other retention terms.

#### **IV. Corporate Governance**

A. Corporate Governance Guidelines.

1. The Committee shall propose for consideration by the full Board a set of corporate governance guidelines, and shall, if deemed necessary by the Board, propose from time to time any amendments to such guidelines.
2. The corporate governance guidelines proposed by the Committee shall address, at a minimum:
  - (a) Director qualification standards;
  - (b) Director responsibilities;
  - (c) Director access to management and independent advisors;
  - (d) Director compensation;
  - (e) Director orientation and continuing education requirements;
  - (f) Management succession issues; and
  - (g) Annual performance evaluations of the Board.
3. As part of each regularly-scheduled meeting of the Board of Directors, the Committee shall provide an opportunity for the non-management directors to meet in executive session prior to the conclusion of such Board meeting. Such executive sessions shall be chaired by the non-executive chairman of the Board (or if there is no such individual, by the lead director chosen from time to time by the independent directors). At the conclusion of the executive session, the management directors, if any, may be invited to join the executive session in order that they can be informed of all relevant issues. In addition, the Committee shall ensure that, at least annually, the Company's independent directors shall meet in executive session.

- B. Other Duties. Committee members shall advise the Board on subjects not expressly covered by the mandate or charter of any other committee of the Board.

- C. Annual Performance Evaluation. The Committee members shall conduct an annual self assessment and shall annually submit to a performance evaluation by the Board.

**V. Membership**

A. Appointment and Removal.

1. The Committee shall consist of no fewer than two members. The members of the Committee and the Chair of the Committee shall be elected by the Board at the annual organizational meeting of the Board following the annual meeting of shareholders and shall serve until their successors shall be duly elected and qualified or their earlier resignation or removal. If the Board fails to designate a Chair, the members of the Committee shall designate a Chair by majority vote of the full Committee membership.
2. A Committee member shall be automatically removed without further action of the Board if the member ceases to be a director of the Company or is found by the Board to no longer be an “independent director” as term is defined under the listing standards of the NYSE, as amended from time to time.
3. Committee members may otherwise be removed or replaced by vote of the Board.

- B. Qualification. Each member of the Committee shall be an “independent director” as such term is defined under the listing standards of the NYSE, as amended from time to time.

**VI. Meetings**

- A. Quorum and Voting. Except as otherwise provided by this Charter or by applicable laws or regulations, as amended from time to time: (1) a majority of the members of the Committee entitled to vote, either present in person or by means of remote communication shall constitute a quorum for the transaction of business at all meetings of the Committee, and (2) all actions of the Committee shall be by affirmative vote of a majority of those members so determined to be present. Actions of the Committee may be taken by voice vote and a record thereof included in the minutes of the meeting, or may be taken by unanimous written consent signed by the members voting for the action. Any such unanimous written consent may be executed in counterparts.
- B. Delegation Permitted. The Committee shall have full authority to delegate any of its duties under this Charter to any subcommittee consisting of one or more members of this Committee.

- C. Regular Meetings. The Committee shall meet for regular standing meetings at least twice per year, and at other times as may be deemed appropriate by the Committee.
- D. Agenda. The Committee Chair will establish an agenda for each meeting after consultation with the Board and/or the Company's management.
- E. Designation of Secretary. The Committee may designate a non-voting Secretary or Acting Secretary for the Committee, who shall assist in the administration of meetings and prepare the minutes of such meetings, as requested by the Committee.
- F. Minutes. The minutes of all Committee meetings will be prepared and distributed to all Committee members and approved at subsequent meetings. Final minutes of all Committee meetings shall be distributed to the full Board and placed in the records of the Company.
- G. Consultation with Management. The Committee shall meet at least annually with management of the Company to discuss management compliance with the Company's corporate governance principles.