



TAYLOR MORRISON HOME CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Taylor Morrison Home Corporation, a Delaware corporation (the “Company”), shall provide assistance to the Board by, among other things:

- (a) identifying individuals qualified to become members of the Board, consistent with criteria approved by the Board;
- (b) recommending to the Board those director nominees to serve on the Board and the committees thereof, consistent with the Company’s director qualifications criteria;
- (c) developing and recommending to the Board for approval corporate governance guidelines applicable to the Company; and
- (d) overseeing the evaluation of the Board, its committees and management.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements and any other Committee membership requirements of the Company’s Corporate Governance Guidelines, the New York Stock Exchange (the “NYSE”) and any other applicable regulatory requirements. At least one member of the Committee shall have experience in matters relating to corporate governance, either as a professional or as a business executive.

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Committee’s chairperson shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form subcommittees of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

III. Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company’s organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

IV. Committee Secretary

The Committee may in its discretion appoint a Secretary (the “Secretary”) to assist the Committee in the performance of its duties. The Secretary of the Committee may be the Corporate Secretary of the Company or any member of the Committee. The Secretary will attend all meetings and maintain minutes, advise members of all meetings called, arrange the preparation and distribution of the agenda for each meeting, and carry out other functions as may be assigned from time to time by the Committee.

V. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Develop and recommend to the Board for approval the criteria for Board membership, including as to director independence and diversity, and periodically review these qualifications with the Board.
2. Identify individuals qualified to become members of the Board in a manner consistent with the criteria approved by the Board and recommend to the Board the director nominees for the next annual meeting of shareholders or to fill vacancies on the Board. As part of this process the Committee shall formally review each director’s continuation on the Board each time such director is nominated to serve on the Board. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors which it deems appropriate, including the requirements of the Company’s Corporate Governance Guidelines and any other criteria approved by the Board.
3. Develop and periodically assess the Company’s policies and procedures with respect to the consideration of director nominees submitted by shareholders of the Company and review the qualifications of such candidates pursuant to these policies and procedures.
4. Review and make recommendations to the Board with respect to the size, composition and organization of the Board and committees of the Board.
5. Review and make recommendations to the Board with respect to Board process, including the calendar, agenda and information requirements for meetings of the Board and its committees, executive sessions of non-management directors and executive sessions of independent directors.
6. Assist the Board in determining whether any director has a material relationship with the Company that would impair such director’s independence, as provided under the requirements of the Company’s Corporate Governance Guidelines, the NYSE or any other applicable regulatory requirements.
7. Develop and recommend to the Board for approval a succession plan for the Company’s Chief Executive Officer (“CEO”) and other executive officers (as determined by the Board) (the “Succession Plan”), develop and recommend to the

Board for approval an interim CEO succession plan in the event of an unexpected occurrence and, as the Committee deems appropriate, review the Succession Plan from time to time with the CEO and any other executive officers and recommend to the Board for approval any changes to, or candidates for succession under, the Succession Plan.

8. Periodically review the performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of existing committees of the Board.
9. Oversee the annual evaluation of the Board, its committees and management.
10. Develop, review and assess the adequacy of the Company's corporate governance principles and guidelines annually and recommend to the Board any changes the Committee deems appropriate.
11. Periodically review and consider the Company's policies and practices relating to environmental stewardship, corporate social responsibility and other public policy issues significant to the Company, including as documented in the Company's corporate responsibility report.
12. Develop and maintain the Company's orientation programs for new directors and continuing education programs for all directors.
13. Review and discuss as appropriate with management the Company's disclosures relating to director independence, governance and director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such disclosures be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the Securities and Exchange Commission, as applicable.
14. Review and assess the adequacy of this Charter periodically and recommend to the Board any changes deemed appropriate by the Committee.
15. Review its performance annually.
16. Report regularly to the Board.
17. Perform any other activities consistent with this Charter, Corporate Governance Guidelines, the Company's organizational documents and governing law, as the Committee or the Board deems necessary or appropriate from time to time.

VI. Resources

The Committee shall have the authority to retain or terminate, at its sole discretion, search firms to identify director candidates, legal counsel, consultants and any other advisors (collectively, "Advisors") to assist the Committee in fulfilling its responsibilities and shall be directly responsible for overseeing the work of such Advisors.

The chairperson of the Committee, at the request of any member of the Committee, may request that any other director, officer, employee or Advisor of the Company or the Company's independent auditor attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisors or other professionals retained by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.