

**CHARTER  
OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE  
BOARD OF DIRECTORS  
OF  
SELECT INTERIOR CONCEPTS, INC.**

**Adopted as of July 15, 2018**

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**I. PURPOSE OF THE NCG COMMITTEE**

The purposes of the Nominating and Corporate Governance (the “NCG Committee”) of the Board of Directors (the “Board”) of Select Interior Concepts, Inc., a Delaware (the “Corporation”) shall be to identify and to review and recommend to the Board individuals qualified to serve as directors of the Corporation and on committees of the Board; to advise the Board with respect to the Board composition, procedures and committees; to develop and recommend to the Board a set of corporate governance principles applicable to the Corporation; and to oversee the evaluation of the Board and the Corporation’s management.

**II. COMPOSITION OF THE NCG COMMITTEE**

The NCG Committee shall consist of two or more directors, as determined from time to time by the Board, and shall be composed entirely of independent directors. Each member of the NCG Committee shall be qualified to serve on the NCG Committee pursuant to the requirements of The Nasdaq Stock Market (“Nasdaq”), and any additional requirements that the Board deems appropriate or as may be required by applicable law, rule or regulation.

The chairperson of the NCG Committee shall be designated by the Board, *provided*, that if the Board does not so designate a chairperson, the members of the NCG Committee, by a majority vote, may designate a chairperson.

Any vacancy on the NCG Committee shall be filled by majority vote of the Board. No member of the NCG Committee shall be removed except by majority vote of the Board.

**III. MEETINGS AND PROCEDURES OF THE NCG COMMITTEE**

The NCG Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. The NCG Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The NCG Committee may form subcommittees for any purpose that the NCG Committee deems appropriate and may delegate to such subcommittees such power and authority as the NCG Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided, further, however*, that the NCG Committee shall not delegate to a subcommittee any power

or authority required by any law, regulation or listing standard to be exercised by the NCG Committee as a whole.

A majority of the members of the NCG Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

Unless otherwise provided in the Corporation's Certificate of Incorporation, as amended (the "Certificate of Incorporation"), the Corporation's By-Laws, as amended (the "By-Laws"), or this Charter, and subject to the requirements of Nasdaq and any other applicable law, rule or regulation, any action required or permitted to be taken at any meeting of the NCG Committee may be taken without a meeting, if all the members of the NCG Committee consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the NCG Committee.

The NCG Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

#### **IV. DUTIES AND RESPONSIBILITIES OF THE NCG COMMITTEE**

##### ***A. Board Candidates and Nominees***

The NCG Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(a) To assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by stockholders or others. Subject to the requirements set forth in the Certificate of Incorporation and By-Laws, and subject to the requirements of Nasdaq and any other applicable law, rule or regulation, the NCG Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates.

(b) To review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the NCG Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the NCG Committee considers appropriate in the context of the needs of the Board.

(c) To review and recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the By-Laws, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.

(d) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

**B. Board Composition and Procedures**

The NCG Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

- (a) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by Nasdaq.
- (b) To review periodically the size of the Board and to recommend to the Board any appropriate changes.
- (c) To make recommendations on the frequency and structure of Board meetings.
- (d) To make recommendations concerning any other aspect of the procedures of the Board that the NCG Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Corporation rule, guideline, procedure or corporate governance principle.

**C. Board Committees**

The NCG Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:

- (a) To make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the NCG Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the NCG Committee.
- (b) To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.
- (c) To review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.
- (d) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The NCG Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

**D. Corporate Governance**

The NCG Committee shall have the following duties and responsibilities with respect to corporate governance:

- (a) To develop and recommend to the Board a set of corporate governance principles for the Corporation, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance principles developed and recommended by the NCG Committee shall address the following:

- (i) Director qualification standards;
- (ii) Director responsibilities;
- (iii) Director access to management and, as necessary and appropriate, independent advisors;
- (iv) Director compensation (concurrently with the Corporation's Compensation Committee), including principles for determining the form and amount of director compensation, and for reviewing those principles, as appropriate;
- (v) Director orientation and continuing education;
- (vi) Management succession, including policies and principles for the selection and performance review of the chief executive officer, as well as policies regarding succession in the event of an emergency or the retirement of the chief executive officer; and
- (vii) Annual performance evaluation of the Board.

(b) To review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Corporation and comply with the requirements of the NYSE, and to recommend any desirable changes to the Board.

(c) To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

***E. Evaluation of the Board and Management***

The NCG Committee shall be responsible for overseeing the evaluation of the Board as a whole and management and shall evaluate and report to the Board on the performance and effectiveness of the Board. The NCG Committee shall establish procedures to allow it to exercise this oversight function.

**V. EVALUATION OF THE NCG COMMITTEE**

The NCG Committee shall, on an annual basis, evaluate its performance. In conducting this review, the NCG Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The NCG Committee shall address all matters that the NCG Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the NCG Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the NCG Committee were adequate for the NCG Committee to complete its work in a thorough and thoughtful manner.

The NCG Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

**VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The NCG Committee may conduct or authorize investigations into or studies of matters within the NCG Committee’s scope of responsibilities, and may retain, at the Corporation’s expense, such independent counsel or other consultants or advisers as it deems necessary. The NCG Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms, such fees to be borne by the Corporation.

While the members of the NCG Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the NCG Committee, except to the extent otherwise provided under applicable federal or state law.

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