



Nominating and Corporate Governance Committee Charter

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is intended to assist the Board of Directors of Mohawk Industries, Inc. (the “Company”) in fulfilling its oversight responsibilities under the New York Stock Exchange listing standards and Delaware law. The purpose of the Committee is to:

- i. identify individuals qualified to serve on the Board of Directors and to recommend director nominees for selection by the full Board of Directors or stockholders of the Company in accordance with the Company’s certificate of incorporation and by-laws and with Delaware law;
- ii. evaluate the Company’s corporate governance policies, develop for adoption by the Board of Directors a set of formal, written guidelines for corporate governance and periodically re-evaluate such policies and guidelines for the purpose of suggesting improvements to them if appropriate;
- iii. review and make recommendations to the Board of Directors with respect to the Company’s policies, programs and practices and their impact on the environment, marketplace, workplace and communities in which the Company operates; and
- iv. Conduct an annual evaluation of the Board and oversee the self-evaluation of the Board.

Composition of the Committee

The Committee shall be comprised of no fewer than three members of the Board of Directors. Each of the members of the Committee shall be “independent” directors in accordance with the Applicable Corporate Governance Listing Standards and shall be appointed by the Board of Directors on the recommendation of the Committee. The Chair of the Committee shall be designated by the Board of Directors. In the absence of the Chair, the members of the Committee may designate a chair by majority vote. The Board of Directors may, at any time, remove one or more directors as members of the Committee. Subject to applicable law and the Applicable Corporate Governance Listing Standards, in discharging its duties, the Committee may delegate any of its authority and responsibilities set forth below to a sub-committee of members of the Committee designated by the Chair of the Committee.

The term “Applicable Corporate Governance Listing Standards” means the Listed Company Manual of the New York Stock Exchange and such listing standards of any other applicable securities exchanges on which the Company’s shares may be listed from time to time (together with such other requirements imposed by applicable law or regulation with respect to issuers of shares so listed), in each case as amended and in effect from time to time.

Authority and Responsibilities

The Committee is responsible for identifying and evaluating individuals qualified to serve on the Board of Directors and recommending director nominees for selection by the full Board of Directors. At least annually, the Committee shall review with the Board of Directors the appropriate skills, experience and characteristics desired of Board members. The full Board shall remain responsible for selecting nominees and recommending them for election by the stockholders. The Committee is responsible for developing and implementing the screening process necessary to identify qualified candidates. As a part of its screening process, the Committee shall:

- i. evaluate a candidate's independence from the Company's management and other principal service providers, and the effect of any relationships that might impair independence, e.g., business, financial or family relationships with the Company's management or other service providers;
- ii. evaluate the skills, experiences and characteristics of a candidate; and
- iii. consider candidates proposed by the Chief Executive Officer, by any director or by any shareholder, in accordance with procedures established by the Committee from time to time.

In addition, the Committee shall have the duties and responsibilities outlined below.

- i. If the Chair of the Board is not an independent director, then the Committee shall recommend to the Board a candidate for Lead Independent Director of the Board.
- ii. The Committee may determine, from time to time, the advisability of retaining any search firm or consultant to assist in the identification and evaluation of candidates for membership on the Board of Directors. The Committee has the sole authority to retain, at the Company's expense, and terminate any such search firm or consultant, including sole authority to approve the fees to be paid to such firm or consultant and all other retention terms.
- iii. The Committee shall also promptly consider and recommend to the Board whether to accept or reject the tendered resignation of an incumbent director who has tendered such resignation in accordance with the Company's corporate governance guidelines. In assessing whether to accept or reject the resignation, the Committee shall consider all factors it deems relevant.
- iv. The Committee shall have full access to management, as well as access to internal and independent accountants, internal and outside lawyers and other internal staff members.
- v. On an annual basis, the Committee shall evaluate the membership of the committees of the Board. The Committee shall provide to the full Board of Directors the results of its evaluation, together with the Committee's recommendation as to committee membership during the upcoming year, for consideration by the Board in connection with the annual committee appointment process. In the event of a vacancy on any of the committees of the Board, the Committee shall provide its recommendation regarding a replacement committee member to the full Board of Directors.

- vi. The Committee is also responsible for evaluating, formulating and recommending to the full Board of Directors corporate governance policies designed to improve the Board's performance in its oversight function. Such corporate governance policies shall be consistent with the Applicable Corporate Governance Listing Standards.
- vii. The Committee shall, from time to time, review the governance structures and procedures of the Company and suggest improvements thereto to the full Board of Directors. Such improvements, if adopted by the full Board of Directors, shall be incorporated into the written guidelines.
- viii. In addition, the Committee shall review the effectiveness of the Company's policies, programs and practices at optimizing its efforts to maintain sustainable ecosystems, safe and healthy employees, and vital communities as integral elements of its commitment to create long-term stockholder value. The Committee shall assist the Board of Directors with respect to formulating strategies to respond to public policy, legislative, regulatory, political and social issues and trends related to environmental, health and safety, and sustainability performance that may significantly affect the business operations, financial performance or public image of the Company or its businesses.
- ix. The Committee shall conduct an annual evaluation of the Committee's performance in such a manner as it deems appropriate.
- x. Additionally, the Committee shall provide an annual evaluation of the Board's performance and shall oversee the Board's self-evaluation. The Committee's evaluation of the Board should assess the Board's contribution as a whole and should identify areas for improvement. In connection with the Board's self-evaluation, the Committee shall obtain comments regarding the Board's performance from all directors, as well as individual self-evaluations from each director evaluating his or her experiences as they impact the full Board, and shall report to the Board with an assessment of the Board's performance.

Committee Meetings

The Committee shall meet as necessary to fulfill its responsibilities and no fewer than one time per year. Other meetings may be held at the discretion of the Chair of the Committee. Minutes of each of these meetings shall be kept and the Chief Executive Officer will function as the management liaison officer to this Committee. The Chair shall preside at each meeting. If the Committee Chair is not present at a meeting, then the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. Committee meetings shall be called, and the Committee shall act, only in accordance with the Company's by-laws.