

**WATSCO, INC.**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

Purpose

The purpose is to assist the Board in identifying individuals qualified to become members of our board consistent with criteria set forth in our Corporate Governance Guidelines, to help in the evaluation of the board of directors, and to advise the Board regarding corporate governance principles. The Board may assume, change or add additional activities of the Committee from time-to-time to assure the effective operation of the Board.

Appointment, Membership & Organization

No fewer than two (2) independent Board members shall serve on the Committee.

Activities of the Committee

The Committee's activities are to:

- Assist the Chairman and the Board by identifying individuals qualified to become Board members.
- Recommend for the Board's approval the nominees to be proposed by the Board to stockholders for election to the Board.
- Advise and make recommendations to the Board related to:
  - (i) the composition and governance of the Board and its committees,
  - (ii) the appointment of directors to committees of the Board, including chairpersons;
  - (iii) compensation programs for non-employee members of the Board in consultation with the Compensation Committee.
- Review and recommend to the Board director independence determinations made with respect to continuing and prospective directors.
- Oversee the annual evaluation of the Board, its individual members and perform a self-evaluation of the Committee.
- Evaluate risks and exposures and advise the Board regarding director and management succession planning, corporate governance and overall board effectiveness.
- Make regular reports to the Board.

The Committee may investigate any matter brought to its attention and may use consultants, legal counsel or other resources, to advise the Committee.

Meetings and Minutes

The Committee will meet at least annually and will keep minutes of each meeting.

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Approved by the Board on March 13, 2017