

WATSCO, INC.
NOMINATING & GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Nominating & Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) to identify individuals qualified to become members of the Board consistent with criteria set forth in our Corporate Governance Guidelines, to help in the evaluation of the effectiveness of the Board and its individual members, and to review and update our corporate governance principles. The Board may assume, change or add additional activities of the Committee from time-to-time to ensure the effective operation of the Board.

APPOINTMENT, MEMBERSHIP & ORGANIZATION

No fewer than two (2) 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,
- Identify and recommend for the Board’s approval the nominees for election to the Board by our shareholders,
- Advise and make recommendations to the Board related to the composition and governance of the Board and its committees and the appointment of directors to committees of the Board, including chairpersons,
- Review director independence with respect to continuing and prospective directors,
- Oversee the annual evaluation of the Board, its individual members, and performing 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, and
- 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 the minutes of each meeting.

Adopted by the Board on March 9, 2026