

TAYLOR MORRISON HOME CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors of Taylor Morrison Home Corporation, a Delaware corporation (the “Company”), shall

- (a) identify individuals qualified to become members of the Board of Directors of the Company (the “Board”), consistent with criteria approved by the Board;
- (b) recommend to the Board for approval director nominees, consistent with the Company’s director qualifications criteria and any obligations under its contractual arrangements;
- (c) develop and recommend to the Board for approval corporate governance guidelines applicable to the Company; and
- (d) oversee the evaluation of the Board.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the Company’s corporate governance guidelines, the New York Stock Exchange and any other applicable regulatory requirements, subject to the phase-in periods permitted under the rules of the New York Stock Exchange under which the Committee is required to have only one independent member at the time of listing, a majority of independent members within 90 days of listing and all independent members within one year of listing. 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.

The members of the Committee shall not be required to meet the independence requirements of the New York Stock Exchange during any period in which the Company is a “controlled company” within the meaning of the New York Stock Exchange’s listing standards, unless the Board otherwise determines not to rely on the New York Stock Exchange’s “controlled company” exemption. If the Company ceases to be a “controlled company” or the Board determines not to rely on the New York Stock Exchange’s “controlled company” exemption, the members of the Committee shall meet the independence requirements of the New York Stock Exchange within the periods required by the New York Stock Exchange’s phase-in rules applicable to companies who cease to be “controlled companies.”

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 and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company's corporate governance guidelines, the New York Stock Exchange and any other applicable regulatory requirements.

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 individual directors have material relationships with the Company that may interfere with their independence, as provided under the requirements of the Company's corporate governance guidelines, the New York Stock Exchange or any other applicable regulatory requirements.
7. Develop and recommend to the Board for approval a Chief Executive Officer ("CEO") and executive officer succession plan (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, to 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. Oversee the annual evaluation of the Board and its committees.
9. 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.
10. Develop and maintain the Company's orientation programs for new directors and continuing education programs for directors.
11. 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 SEC, as applicable.
12. Review and assess the adequacy of this Charter periodically and recommend to the Board any changes deemed appropriate by the Committee.

13. Review its own performance annually.
14. Report regularly to the Board.
15. Perform any other activities consistent with this Charter, the Company's by-laws 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, at its sole discretion, to retain and terminate search firms to identify director candidates, consultants and any other advisors (the "Advisors") to assist it in carrying out its duties. The Committee, may request any officer, employee or advisor of the Company or the Company's independent auditor to 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 Advisor retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.