

## CSW INDUSTRIALS, INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### Purposes

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of CSW Industrials, Inc. (the “Company”) (a) identifies and approves individuals qualified to become Board members, consistent with criteria approved by the Board, (b) selects, or recommends that the Board select, the director nominees for the next annual meeting of stockholders, (c) recommends Board members to the Board for committee membership, (d) oversees the evaluation of Board and Company management performance and (e) develops and recommends to the Board corporate governance principles applicable to the Company, including any changes to the Company’s Corporate Governance Guidelines.

#### Composition

*Size.* The size of the Committee will be determined by the Board, subject to any requirements or limitations in the Company’s Certificate of Incorporation or Bylaws, but will consist of no fewer than three members, subject to applicable phase-in rules. In the event of the resignation or removal of a Committee member, the Committee may from time to time operate with fewer than three members if such composition is allowed under the Company’s Certificate of Incorporation or Bylaws and all applicable laws, rules and regulations.

*Qualifications.* Each Committee member will meet the independence criteria of the listing requirements of the Nasdaq Stock Market (“Nasdaq”), subject to the exemptions provided by the Nasdaq rules, any other requirements imposed by the Company’s Corporate Governance Guidelines and any other applicable legal requirements. Notwithstanding the foregoing and if the Committee is comprised of at least three members, one member of the Board who (a) does not meet the independence criteria of the listing requirements of Nasdaq for membership on the Committee and (b) is not a current officer or employee of the Company or a family member of an officer or employee of the Company, may be appointed to the Committee if the Board, under exceptional and limited circumstances, determines that such member’s membership on the Committee is required in the best interests of the Company and its stockholders and the Board discloses, in the Company’s next annual proxy statement, the nature of the relationship of such member with the Company and the reasons for the determination of the Board, provided that such member may not serve longer than two years on the Committee. Desirable qualifications for Committee members include, but are not limited to, experience in corporate governance, business management, personnel or human resources management, and organizational behavior.

Notwithstanding the foregoing qualifications, all actions taken by the duly appointed members of the Committee in accordance with the Bylaws of the Company shall be the valid actions of the Committee.

*Selection.* The Board selects Committee members, including to fill member vacancies following the resignation and removal of a Committee member, based on recommendations of the Committee. The Committee Chair will be selected as set forth in the Company’s Corporate Governance Guidelines.

***Resignation and Removal.*** Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member. A Committee member may resign from the Committee upon written notice to the Board. Resignation from the Committee does not automatically resign the member from the Board.

### **Authority and Responsibilities**

The Committee has the following authority and responsibilities:

- (1) Review Board Size. The Committee will evaluate the number of directors on the Board from time to time and recommend any changes to the number of directors to the Board.
- (2) New Director Candidates. The Committee will identify individuals qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee will consider such factors as it deems appropriate, consistent with criteria approved by the Board as set forth in the Company's Corporate Governance Guidelines.
- (3) Stockholder Recommendations. The Committee will review and evaluate any director nominations submitted by stockholders, including reviewing the qualifications of, and making recommendations to the Board regarding, director nominations submitted by stockholders pursuant to the Committee's policy regarding stockholder recommended director candidates.
- (4) Evaluate Incumbent Directors. The Committee will evaluate whether an incumbent director should be nominated for re-election to the Board, upon expiration of such director's term. The Committee will consider the factors established for new director candidates to make its evaluation, as well as the incumbent director's qualifications, suitability and performance as a Board member and such other factors as the Committee deems appropriate.
- (5) Evaluate Resignations. The Committee will evaluate and consult with the Board regarding any resignations tendered by a director pursuant to the provisions of the Company's Bylaws or Corporate Governance Guidelines.
- (6) Recommend Committee Members. The Committee will recommend candidates for appointment to the Company's standing committees in accordance with the policies and principles in the committees' charters and taking into consideration such other factors as it deems appropriate, including business experience and the interplay of the candidate's experience with that of the other committee members.
- (7) Develop and Review Corporate Governance Guidelines. The Committee will periodically review the Company's compliance with the corporate governance requirements of Nasdaq, the Sarbanes-Oxley Act and other applicable laws, rules and regulations and will develop and recommend to the Board corporate governance principles. At least annually, the Committee shall review the

Company's Corporate Governance Guidelines and recommend changes, if appropriate.

- (8) Administer Evaluations. The Committee will oversee an annual evaluation of the Board and Company management.
- (9) Succession Planning. The Committee will review succession planning for Board members and chairman positions for the Board's committees. The Committee will assist the Board in evaluating potential successors to the Chairman of the Board and the Chief Executive Officer, which will include appropriate contingencies in case the Chairman of the Board or the Chief Executive Officer retires, resigns or is incapacitated.
- (10) Committee Reports to the Board. The Committee will regularly report its activities and any recommendations to the Board and in such manner and at such times as the Committee or the Board deems appropriate.
- (11) Other Delegated Duties or Responsibilities. The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

## **Meetings**

The Committee will meet as frequently as necessary to carry out its responsibilities under this Charter at such times, places and by such means as the Committee Chair may determine. The Committee Chair, in consultation with the other members of the Committee and senior management of the Company, will establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the Committee members will constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law, the Company's Certificate of Incorporation or its Bylaws. The Committee Chair will supervise the conduct of the meetings and will have other responsibilities which the Committee may designate from time to time.

The Committee will meet periodically in executive session without Company management present. However, the Committee may request any officer or employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee. Notwithstanding the foregoing, the Chief Executive Officer may not be present while the Committee is evaluating or discussing the Chief Executive Officer's performance. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence will not destroy the quorum for the meeting. The Committee may act by unanimous written consent.

## **Delegation**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

## **Resources and Authority**

The Committee will have appropriate resources and authority to discharge its responsibilities and carry out its duties as required by law, including, without limitation, appropriate funding in such amount as the Committee deems necessary, to compensate any consultants or any other advisors, including independent counsel retained by the Committee. The Committee will have the sole authority to retain and terminate any search firm to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms.

## **Annual Review**

At least annually, the Committee will (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The evaluation will include the goals and objectives of the Committee for the upcoming year. The Committee will conduct its review and evaluation in such manner as it deems appropriate.

Approved and Adopted: February 22, 2017