

HOVNANIAN ENTERPRISES, INC.

**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER
Revised March 13, 2018**

I. PURPOSE OF THE COMMITTEE

The Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board of Directors") of Hovnanian Enterprises, Inc. (the "Company") shall provide assistance to the Board of Directors by, among other things:

- A. Overseeing the process for recommending to the full Board of Directors the slate of director nominees to be voted upon at the next annual or special meeting of stockholders and/or to fill director or Committee member vacancies and newly created directorships as they may arise;
- B. Developing and recommending to the Board of Directors a set of corporate governance guidelines, policies and procedures applicable to the Company and which enhance the Company's commitment to corporate governance;
- C. Overseeing the evaluation of the Board of Directors and management; and
- D. Otherwise taking a leadership role in shaping the corporate governance of the Company.

II. CORPORATE GOVERNANCE RESPONSIBILITIES AND DUTIES

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

The Committee shall be responsible for:

- 1. Developing and recommending to the Board of Directors a set of corporate governance principles to be included in the Company's Corporate Governance Guidelines ("Guidelines"), periodically reviewing the Guidelines and making recommendations to the Board of Directors in respect thereof, and keeping abreast of developments with regard to corporate governance to enable the Committee to recommend to the Board of Directors changes to the Company's Guidelines in light of such developments as may be appropriate. The Guidelines are a set of core principles of corporate governance that establish a framework for understanding Board member conduct and responsibilities. The Guidelines are intended to promote

- consistency by the Board in its responsibility for overseeing corporate governance conduct and the work of management. The Company's Guidelines are posted on its public website.
2. Overseeing the annual performance evaluations. The Committee shall oversee the Board's and committees' annual self-assessment review processes and shall oversee the evaluation of management.
 3. Overseeing the orientation of new directors and assessing the need for continuing education.
 4. Periodically reviewing the certificate of incorporation and by-laws of the Company and recommending to the Board of Directors any amendments to the certificate of incorporation or by-laws for consideration by the Board and/or stockholders.
 5. Reviewing and making recommendations regarding the Company's Code of Ethics.
 6. Reviewing and making recommendations regarding the Company's guidelines covering directors serving on other boards of directors.
 7. Overseeing the Company's procedures related to the resignation of directors.
 8. Overseeing the Company's procedures related to stock ownership guidelines for directors and executive officers.
 9. Overseeing the succession planning for the Chief Executive Officer and other members of senior management and making recommendations to the Board of Directors with respect to the selection of individuals to occupy these positions. The Committee will meet at least annually with the Chief Executive Officer to discuss succession planning for members of senior management.
 10. Establishing, overseeing and recommending the purpose, structure and operations of the various committees of the Board of Directors and the qualifications and criteria for membership on each committee of the Board of Directors.
 11. Periodically reviewing the charter, composition and performance of each committee of the Board of Directors and making recommendations to the Board of Directors for the creation of additional committees or the elimination of committees of the Board of Directors.
 12. The Committee shall consider addressing questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
- Review and approval or ratification of specified transactions as provided for by the Company's Related Person Transaction Policy.

III. NOMINATING RESPONSIBILITIES AND DUTIES

The following shall be the primary nominating duties and responsibilities of the Committee. These are intended to serve as a guide and may be modified or supplemented as appropriate. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

1. The Committee shall be responsible for prescribing and evaluating the general characteristics and competencies required of Board nominees, including criteria for qualification (consistent with that approved by the Board) and independence in accordance with New York Stock Exchange ("NYSE") and SEC regulations and the Company's certificate of incorporation. The Committee will consider the appropriate number of members of the Board, taking into consideration the work required of the Board and its committees and the costs associated with a larger number of Board members. In evaluating candidates for membership on the Board of Directors or committees thereof, the Committee shall take into account (a) minimum individual qualifications, including strength of character, mature judgment, industry knowledge or experience and an ability to work collegially with the other members of the Board and (b) all other factors it considers appropriate, which may include diversity, existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, financial and accounting background, executive compensation background and the size, composition and combined expertise of the existing Board. Any Board member, including the Chairman and Chief Executive Officer, may recommend nominees for consideration by the Committee. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
2. The Committee shall identify individuals believed to be qualified as candidates to serve on the Board of Directors and its committees and shall review those candidates who have met the preliminary qualifications as noted above with the Company's Chairman of the Board and Chief Executive Officer who will determine if the candidate is eligible for recommendation by the Committee to the full Board of Directors for election as a director for the next annual or special meeting and/or to fill newly created directorships created by expansion of the Board and director and committee member vacancies that occur by resignation or retirement or for any other reason they may arise.
3. The full Board of Directors shall select from the list of recommended nominees the full slate of director nominees to be voted upon at the next annual meeting of stockholders or to fill any vacancy or newly created directorships.
4. Consideration of director candidates recommended by stockholders will follow the same procedure as noted above so long as the stockholder complies with the

deadlines and request of information as provided in the annual proxy material and bylaws of the Company, as applicable.

IV. REPORTS

The Committee shall:

1. Report regularly to the Board of Directors, including (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.
2. Report on the performance of its responsibilities at least annually to the Board of Directors.
3. Meet at least annually with the Corporate Counsel (or person performing similar functions) of the Company to discuss compliance with the Company's corporate governance principles.
4. Maintain minutes or other records of meetings and activities of the Committee.

V. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of two or more members of the Board of Directors, each of whom is determined by the Board of Directors to be "independent" in accordance with the rules of the NYSE and the Company's certificate of incorporation.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chairman

The Committee's Chairman shall be selected by the Chairman of the Board of Directors of the Company. The Committee's Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings. In the absence of the Chairman of the Committee, the members of the Committee shall select another member to preside.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

VI. MEETINGS

The Committee shall meet at least annually, or more frequently as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All members of the Committee may participate in any meeting of the Committee by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, member of senior management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

VII. ANNUAL PERFORMANCE EVALUATION OF COMMITTEE

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or advisable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.