

## **EMCOR GROUP, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **Purpose**

The Nominating and Corporate Governance Committee (the "Governance Committee") is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the director nominees for the next annual meeting of stockholders; (2) to recommend to the Board corporate governance guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; (4) to recommend to the Board director nominees for each committee of the Board and the chairperson of each such committee; (5) to recommend to the Board (i) compensation for directors and (ii) directors and officers liability insurance and indemnification rights for directors and officers; and (6) to assist the Board in fulfilling its oversight responsibilities with regard to (i) major risks that are inherent to the Company's business activities and (ii) the Company's enterprise risk management framework.

#### **Committee Membership**

The Governance Committee shall be comprised of three or more directors as determined by the Board. The members of the Governance Committee shall meet the independence requirements of the New York Stock Exchange ("NYSE").

The members of the Governance Committee shall be appointed by the Board at its annual organizational meeting to serve until their successors shall be duly elected and qualified. Governance Committee members may be replaced by the Board. Unless a Chairperson is appointed by the Board, the members of the Governance Committee may designate a Chairperson by majority vote of the Governance Committee.

#### **Meetings**

The Governance Committee shall meet at such places and as often as it determines, but not less frequently than twice annually. The Governance Committee may request any officer or employee of the Company to attend a meeting of the Governance Committee or to meet with any members of, or consultants to, the Governance Committee. The presence in person of a majority of the Governance Committee members shall be necessary to constitute a quorum of the Governance Committee, provided that participation in a meeting by means of a telephone conference call or other communication medium allowing all members participating in the meeting to hear each other at the same time shall constitute presence in person.

#### **Committee Duties and Responsibilities**

1. The Governance Committee shall have the sole authority to retain and terminate any search firm to be used to assist it in the identification of director candidates and shall have sole authority to approve the search firm's fees and the other terms and conditions of the search firm's retention. The Governance Committee

shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

2. The Governance Committee shall lead the search for individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board, and recommend to the Board nominees for election to the Board at the next annual meeting of stockholders.
3. The Governance Committee will develop and recommend to the Board an annual self-evaluation process for the Board and its committees. The Governance Committee will oversee the annual self-evaluations.
4. The Governance Committee shall develop and recommend to the Board for adoption, and no less than annually review and reassess the adequacy, of corporate governance guidelines for the Company and recommend to the Board for approval changes as necessary.
5. The Governance Committee shall make recommendations to the Board on matters relating to Board members' retirement and removal, if appropriate.
6. The Governance Committee shall, no less than annually, review all standing or ad hoc committees of the Board, recommend changes in the number, function and/or members of the committees, as appropriate, and recommend to the Board director nominees for each committee and the chairperson of each such committee.
7. The Governance Committee shall make recommendations annually with respect to compensation and benefits for non-employee directors, including fees for serving on the Board and for attending meetings of the Board, fees for serving on committees of the Board and for attending meetings of such committees and additional fees for acting as a chairperson of a committee.
8. The Governance Committee shall be responsible for reviewing directors and officers liability insurance, considering indemnity agreements between directors and officers and the Company, and making recommendations for the Board with respect to such insurance and agreements.
9. The Governance Committee shall
  - (a) discuss with management the Company's enterprise risk assessment policies, including its risk management assessment processes and programs to monitor and control risk;
  - (b) review and evaluate the process by which enterprise risk management is undertaken, including steps taken to monitor and control risk;
  - (c) review and evaluate management's identification of major enterprise risk exposures; and

- (d) review and evaluate management's program for enterprise risk management mitigation or remediation.
- 10. The Governance Committee may form and delegate authority to subcommittees when appropriate.
- 11. The Governance Committee shall make regular reports to the Board concerning its activities.
- 12. The Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Governance Committee shall annually review and evaluate its own performance.