

## **EMCOR GROUP, INC.**

### **COMPENSATION AND PERSONNEL COMMITTEE CHARTER**

#### **Purpose**

The Compensation and Personnel Committee (the "Compensation Committee") is appointed by the Board to discharge the Board's responsibilities relating to compensation of the Company's Chief Executive Officer (the "CEO") and each of the Company's other executive officers (the "Senior Executives"). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the CEO and the Senior Executives and such other officers of the Company and the Company's subsidiaries as the Board shall from time to time direct.

#### **Committee Membership**

The Compensation Committee shall be comprised of three or more directors as determined by the Board. The members of the Compensation Committee shall be independent in accordance with the provisions of Rule 10C-1(b)(1) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act") and meet the independence requirements of the New York Stock Exchange ("NYSE"). All members of the Compensation Committee shall qualify as an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code and shall be a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act, and an "independent director" as defined by the rules of the NYSE then in effect (the "NYSE Rules").

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

#### **Meetings**

The Compensation Committee shall meet at such places and as often as it determines, but not less frequently than twice annually. The Compensation Committee may request (a) any officer or employee of the Company to attend a meeting of the Compensation Committee, or (b) to meet with any members of, or consultants to, the Compensation Committee. The presence in person of a majority of the Compensation Committee members shall be necessary to constitute a quorum of the Compensation 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**

The Committee shall have the following duties, responsibilities and powers:

1. The Compensation Committee shall have the sole authority and direct responsibility to retain oversee and terminate any compensation consultant to be used to assist it in the evaluation of CEO or Senior Executive compensation and shall have sole authority to approve the consultant's fees and the other terms and conditions of the consultant's retention. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. Before selecting or obtaining the advice of a compensation consultant, legal, accounting or other advisor, the Compensation Committee shall consider all factors relevant to such consultant or advisor's independence from management in accordance with the listing standards of the NYSE then in effect and any other applicable laws, rules or regulations.
3. The Compensation Committee shall evaluate whether any compensation consultant, legal, accounting or other advisor selected or retained by it has a conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
4. The Compensation Committee shall review, consider and select, to the extent determined to be advisable, a peer group of appropriate companies for purposes of benchmarking and analysis of CEO or Senior Executive compensation.
5. The Compensation Committee shall pay from the funds of the Company reasonable compensation to a compensation consultant, legal, accounting or other advisor retained by the Compensation Committee, with such funding provided by the Company as determined appropriate by the Compensation Committee.
6. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and, subject to the terms of any incentive compensation plan, together with the other independent directors, have sole authority to determine the CEO's compensation level (including salary, bonus, stock options and other benefits) based on this evaluation. In determining the long-term incentive component of CEO compensation, if any, the Compensation Committee, together with the other independent directors, shall consider the Company's performance and relative shareholder value, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years.
7. (a) The Compensation Committee shall, at least annually, review and approve, based on proposals made by the CEO, compensation levels (including salary, bonus, stock options and other benefits) of Senior Executives and other officers and employees of the Company, and officers and employees of each subsidiary, whose proposed annual base salary is \$500,000 or greater; the CEO shall furnish to the Compensation Committee, on at least an annual basis, a schedule setting forth the proposed compensation of such individuals.  
  
(b) The Compensation Committee shall be responsible for approving, together with the other independent directors, any employment, severance or similar agreements for the CEO and Senior Executives and for individuals whose

compensation is subject to review and approval by the Compensation Committee.

8. The Compensation Committee shall make recommendations to the Board with respect to incentive compensation plans and equity-based plans for officers and other employees of the Company and its subsidiaries, and administer the Company's existing incentive compensation plans and equity-based plans.
9. The Compensation Committee shall, at least annually, oversee the evaluation of management and review and advise the Board of Directors with respect to the qualifications of individuals identified as candidates for the Company's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and General Counsel positions, and for the position of chief executive officer of each subsidiary of the Company whose proposed annual base salary is \$500,000 or more.
10. The Compensation Committee shall annually review and evaluate executive development plans as well as succession plans relating to the CEO and other Senior Executives submitted by management and shall make recommendations thereon.
11. The Compensation Committee shall produce annually a compensation committee report on executive compensation as required by the Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
12. The Compensation Committee may form and delegate authority to subcommittees and to officers of the Company such responsibilities of the full Compensation Committee as may be permitted by applicable laws.
13. The Compensation Committee shall make regular reports to the Board concerning its activities.
14. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Compensation Committee shall annually review and evaluate its own performance.
15. The Compensation Committee shall annually review the risks associated with the Company's compensation policies and practices.
16. The Compensation Committee shall oversee the Company's compliance with applicable rules and regulations promulgated by the SEC regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the NYSE Rules then in effect that, with limited exceptions, shareholders approve equity compensation plans.
17. Nothing contained in this Charter shall preclude discussion of CEO and other Senior Executive compensation with the Board generally.