

DXP Enterprises, Inc. – Nominating & Governance Committee Charter

DXP Enterprises, Inc. Board of Directors Nominating and Governance Committee Charter

I. Purpose

The purpose of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of DXP Enterprises, Inc. ("DXP") is:

1. Make recommendations to the Board regarding the size and composition of the Board, establish procedures for the nomination process, and screen and recommend candidates for election to the Board.
2. Review with the Board from time to time the appropriate skills and characteristics required of the Board members in the context of the current make-up of the Board, including issues of diversity, age, skills such as understanding of finance and marketing.
3. Review the continued appropriateness of Board membership of directors who retire or change from the positions they held when they came on the Board.
4. Nominate officers for election by the Board.
5. Review and report to the Board on a periodic basis with regard to matters of corporate governance (which is defined for this purpose as the relationships of the Board, the shareholders and management in determining the direction and performance of DXP).
6. To ensure that proper attention is given, and effective responses are made, to shareholder concerns regarding corporate governance.
7. To perform such other duties and responsibilities as are enumerated in and consistent with this charter.

II. Membership and Procedures

1. **Membership and Appointment.** The Committee shall consist of such number of members of the Board as shall be determined from time to time by the Board based on recommendations from the Committee, if any. The members of the Committee shall be appointed by the Board upon the recommendation of the Committee.
2. **Removal.** The entire Committee or any individual Committee member may be removed from office with or without cause by the affirmative vote of a majority of the Board. Any Committee member may resign upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary or the Board, which resignation shall be effective at the time such notice is given (unless the notice specifies a later time for the effectiveness of such resignation). If the resignation of a Committee

member is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

3. **Chairperson.** A chairperson of the Committee (the "Chairperson") may be designated by the Board based upon recommendations by the Committee, if any. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda, the frequency and the length of meetings and shall have unlimited access to management and information. Such Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee. The Chairperson shall preside over any executive sessions of non-management or independent directors.
4. **Secretary.** The Committee may appoint a Secretary whose duties and responsibilities shall be to keep full and complete records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a director.
5. **Independence.** Each member shall be independent within the meaning of any applicable law or stock exchange listing standard or rule, as determined by the Board.
6. **Authority to Retain Advisers.** In the course of its duties, the Committee shall have sole authority, at DXP's expense, to engage and terminate consultants or search firms, as the Committee deems advisable, to identify Director candidates, including the sole authority to approve the consultant or search firm's fees and other retention terms.

III. Meeting and Procedures

The Committee shall convene at least twice each year. A majority of the Committee members shall be present to constitute a quorum for the transaction of the Committee's business. The Committee shall report regularly to the full Board with respect to its activities.

IV. Roles and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law or stock exchange listing standard.

1. Board of Directors and Board Committee Composition
 - a. Annually, the Committee shall assess the size and composition of the Board in light of the operating requirements of DXP and existing attitudes and trends.

- b. The Committee shall develop membership qualifications for the Board of Directors and all Board committees.
 - c. The Committee shall monitor compliance with Board and Board committee membership criteria.
 - d. Annually, the Committee shall review and recommend Directors for continued service as required based on evolving needs of DXP and existing attitudes and trends.
 - e. The Committee shall coordinate and assist management and the Board of Directors in recruiting new members to the Board.
 - f. The Committee shall investigate suggestions for candidates for membership on the Board, including shareholder nominations, and shall recommend prospective directors, as required, to provide an appropriate balance of knowledge, experience and capability on the Board.
 - g. Annually, the Committee and the Board shall evaluate the performance of the Chairman of the Board and CEO. To conduct this review, the chairpersons of this Committee and of the Compensation Committee shall gather and consolidate input from all directors in executive sessions and then such chairpersons shall present the results of the review to the Board and to the chairman and CEO in a private feedback session.
2. The Committee shall review proposed changes to DXP's charter or by-laws, or Board committee charters, and make recommendations to the Board.
3. The Committee shall recommend Board committee assignments.
4. The Committee shall review governance related shareholder proposals and recommend Board responses.
5. The Committee shall identify best practices and develop and recommend corporate governance principles applicable to DXP.
6. The Committee shall conduct a preliminary review of director independence and the financial literacy and expertise of Audit Committee members in order to assist the Board in its determinations relating to such matters.