

# FLOOR & DECOR HOLDINGS, INC.

## Nominating and Corporate Governance Committee Charter

(effective April 26, 2017)

### I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Floor & Decor Holdings, Inc. (the “Corporation”) is to (A) assist the Board by identifying individuals qualified to become Board members (consistent with criteria approved by the Board) and to recommend for selection by the Board the director nominees to stand for election at the next annual meeting of the Corporation’s stockholders, (B) recommend to the Board director nominees for each committee of the Board, (C) oversee the evaluation of the Board, the committees of the Board and management, (D) develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation and (E) recommend to the Board such other matters of corporate governance as the Committee deems appropriate.

### II. Membership

The Committee shall consist of no fewer than two directors. Except as may otherwise be permitted by the rules of the New York Stock Exchange (the “NYSE”), each member of the Committee shall, in the determination of the Board, be an “Independent Director” that satisfies the independence and other requirements established by the NYSE.

The members of the Committee shall be appointed, replaced and removed by the Board in accordance with the provisions of any applicable investor rights agreement and based on the recommendation of the Committee. The members of the Committee shall serve in accordance with the Corporation’s bylaws. The chairperson of the Committee shall be elected by the Board; provided, that if the Board does not so designate a Chairperson, the Committee may designate such Chairperson.

### III. Meetings; Rules of Procedure

The Committee shall meet at least annually, or more frequently as circumstances dictate. Special meetings may be convened as the Committee deems necessary or appropriate. The Committee may ask members of management or others to attend a meeting of the Committee (or to meet with any member of, or advisers to, the Committee) and provide pertinent information as necessary or desirable. The Committee may adopt such procedures as it deems appropriate and necessary to carry out the duties and responsibilities of the Committee. The Committee shall report regularly to the Board, not less frequently than annually. Notice of Committee meetings shall be given in the same manner as notice for special meetings of the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The act of a majority of the Committee members present at a meeting shall be the act of the Committee.

#### **IV. Responsibilities and Duties**

##### **A. Selection of Directors and Committee Members**

1. The Committee shall develop, and recommend to the Board for approval, policies regarding the following criteria:

- (i) specific, minimum qualifications for director nominees;
- (ii) the process for identifying and evaluating director nominees and for evaluating and re-nominating existing directors; and
- (iii) consideration of any director nominee candidates recommended by the Corporation's stockholders.

The Committee shall from time to time review the composition of the Board as a whole and the composition of the Board's committees and review and recommend any changes in such policies to the Board for its approval.

2. The Committee shall identify individuals qualified to become Board members and consider and evaluate candidates to fill vacancies on the Board (including, but not limited to, persons nominated by the Corporation's stockholders in accordance with the procedures set forth in the Corporation's bylaws) and to fill vacancies on committees of the Board, consistent with the Corporation's policies. The Committee shall conduct the appropriate and necessary inquiries (as determined by the Committee) with respect to the background and qualifications of each candidate.

3. The Committee shall recommend to the Board for its selection, candidates to fill positions on the Board and each committee of the Board. The Board shall select from among such recommended candidates the director nominees to stand for election at the next annual meeting of the Corporation's stockholders.

4. The Committee shall review the independence and other qualifications of Board members and director nominees and consider facts that may affect a Board member's or director nominee's independence or interfere with such individuals' duties to the Corporation.

5. Notwithstanding anything to the contrary in this charter of the Committee (this "Charter"), if the Corporation is required by contract or otherwise to provide third parties with the ability to nominate one or more directors, including pursuant to any applicable investor rights agreement, the selection and nomination of such directors shall not be subject to review or approval by the Committee.

##### **B. Evaluation of the Board, its Committees and Management; Charter Review**

1. The Committee shall oversee the evaluation of the performance of the Board and its committees (including the performance of the Committee). The Committee shall

receive comments from directors and report the results of such evaluation annually to the Board.

2. The Committee shall oversee the evaluation of the performance of management (in conjunction with the Compensation Committee of the Board). The Committee shall receive comments from directors and report the results of such evaluation annually to the Board.

3. The Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend any proposed changes to the Board. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate. This Charter is in all respects subject and subordinate to the Corporation's charter, bylaws, any applicable investor rights agreement and applicable law.

C. Develop and Recommend to the Board the Corporation's Corporate Governance Guidelines and Other Corporate Governance Matters

1. The Committee shall develop and recommend to the Board for its approval a set of corporate governance guidelines (the "Corporate Governance Guidelines") applicable to the Corporation. The Committee periodically shall review and reassess the adequacy of the Corporate Governance Guidelines and such other matters of corporate governance as the Committee, in its sole discretion, deems necessary or desirable. The Committee shall recommend any proposed changes to the Corporate Governance Guidelines to the Board for its approval.

D. Other Rights and Responsibilities

1. The Committee shall make recommendations concerning the functions and duties of the committees of the Board.

2. To the extent permitted under applicable laws, regulations and NYSE rules, the Committee may form and delegate authority to sub-committees or to any other independent director or committee comprised entirely of independent directors, in each case, to the extent the Committee deems necessary or appropriate. The Committee may consult with or obtain input from management, but, except as expressly provided herein, shall not delegate any of its responsibilities to management.

3. Other than as prohibited by NYSE rules and regulations, the Committee may designate any member of the Committee to execute documents on its behalf as the Committee deems necessary or appropriate to carry out its responsibilities hereunder.

4. The Committee shall have the authority to (i) retain and terminate any search firm used to identify director candidates and (ii) engage independent counsel, consultants and other advisers, as the Committee determines necessary or appropriate to carry out its duties and responsibilities. The Committee shall have the sole authority to approve all fees and terms of engagement of such advisers.

## **V. General**

The Committee may diverge from the specific activities outlined throughout this Charter, as appropriate, if circumstances or regulatory requirements change. In addition to these activities, the Committee may perform such other functions as necessary or appropriate under applicable laws, regulations, NYSE rules, the Corporation's charter, bylaws, any applicable investor rights agreement and the resolutions and other directives of the Board, each as in effect from time to time. This Charter may be amended from time to time by the Board. This Charter shall be made available on the Corporation's website at *www.FloorandDecor.com* and to any stockholder who otherwise requests a copy.