

EMERALD EXPOSITIONS EVENTS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board of Directors”) of Emerald Expositions Events, Inc. (the “Company”) shall provide assistance to the Board of Directors by, among other things:

- A. Identifying individuals qualified to become directors, consistent with the criteria approved by the Board of Directors and selecting, or recommending that the Board of Directors select, the director nominees for the next annual meeting of stockholders or to fill vacancies or newly created directorships that may occur between such meetings;
- B. Developing and recommending to the Board of Directors a set of Corporate Governance Guidelines applicable to the Company;
- C. Recommending members of the Board of Directors to serve on committees and evaluating the operations and performance of such committees;
- D. Assisting the Board of Directors in assessing the independence of the members of the Board and its committees; and
- E. Otherwise taking a leadership role in developing and shaping the corporate governance of the Company.

This Nominating Committee charter (the “Charter”) has been approved by the Board of Directors and may be amended by the Board of Directors from time to time in compliance with applicable laws, rules and regulations, including the applicable rules of the SEC and the New York Stock Exchange (the “NYSE”) or the rules of any other exchange on which the Company’s securities are traded.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Nominating Committee shall be comprised of three or more members of the Board of Directors, each of whom shall be determined by the Board of Directors to be “independent” under the rules of the NYSE, subject to any election by the Company to rely on the exemption available to controlled companies and the transition periods applicable to initial public offerings or companies which are no longer controlled companies. For the avoidance of doubt, for as long as the Company qualifies as a “controlled company” under the applicable rules of the NYSE, the Nominating Committee may be comprised of two or more directors, none of whom shall be required to satisfy the foregoing independence requirements.

Appointment and Removal

The Board of Directors shall appoint members of the Nominating Committee on an annual basis, who shall each serve for a term of one year. The Board of Directors will also appoint members of the Nominating Committee as vacancies or newly created positions occur. The Board of Directors may designate one or more directors as alternate members of the Nominating Committee, who may replace any absent or disqualified member at any meeting of the Nominating Committee. The members shall serve until their failure to qualify, their resignation or retirement, their removal by the Board of Directors or until their successors shall be duly appointed and qualified. A member of the Nominating Committee shall be deemed to have resigned from the Nominating Committee at such time that the member shall no longer be a director of the Company. A member of the Nominating Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chairperson

Unless a Chairperson is elected by the full Board of Directors, the members of the Nominating Committee shall designate a Chairperson by the majority vote of the full Nominating Committee membership. The Chairperson of the Nominating Committee will chair all regular sessions of the Nominating Committee and is responsible for setting the agenda for Nominating Committee meetings. In the absence of the Chairperson of the Nominating Committee, the Nominating Committee shall select another member to preside.

Delegation to Subcommittees

The Nominating Committee may form subcommittees composed of one or more of its members for any purpose that the Nominating Committee deems appropriate and may delegate to such subcommittees such power and authority as the Nominating Committee deems appropriate. The Nominating Committee shall periodically review any such delegations and may revoke any such delegation at any time.

III. MEETINGS

The Nominating Committee shall meet at least twice annually, or more frequently as the Chairperson or the other members determine. The Chairperson of the Board of Directors or any member of the Nominating Committee may call meetings of the Nominating Committee in addition to its regular meetings. All meetings of the Nominating Committee may be held telephonically or via electronic conference. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Nominating Committee may act by unanimous written consent in lieu of a meeting, either in writing or by electronic transmission.

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

A majority of the Nominating 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 Nominating Committee.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Nominating Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Nominating Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Nominating Committee shall also carry out any other related responsibilities and duties delegated to it by the Board of Directors from time to time. To the extent any stockholders agreement or similar document sets forth procedures governing the nomination of directors to the Board of Directors, the Nominating Committee shall act in accordance with the provisions of any such agreement in selecting and nominating directors.

The Nominating Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Nominating Committee deems appropriate. The Nominating Committee, and each member of the Nominating Committee with the permission of the Chairperson of the Board of Directors and with notice to the General Counsel with information sufficient to assess legal concerns, shall have the authority to retain and terminate outside counsel or other experts for the foregoing purpose in accordance with Section V of this Charter. The Nominating 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 in accordance with Section V of this Charter.

The Nominating Committee shall:

1. Board Selection, Composition and Evaluation

- (a) Establish criteria for the selection of new directors to serve on the Board of Directors.
- (b) Identify individuals believed to be qualified as candidates to serve on the Board of Directors and select, or recommend that the Board of Directors select, the candidates for all directorships to be filled by the Board of Directors or by the stockholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Nominating Committee shall take into account all factors it considers appropriate, such as:
 - the Board of Director's size and composition;
 - corporate governance policies;
 - applicable laws;
 - whether the individual director candidate is "independent" or meets other qualifications as may be required under applicable Securities and Exchange Commission or NYSE rules and regulations.;
 - individual director candidate's performance, expertise, experience and willingness to serve actively;
 - the number of other public and private company boards on which a director candidate serves;
 - consideration of director nominees properly proposed by third parties with the legal right to nominate directors or by stockholders in accordance with the bylaws; and
 - other appropriate factors.

The Nominating Committee may also consider factors to ensure that the Board of Directors, as a whole, is appropriately diverse, and the extent to which the candidate would fill a present need on the Board of Directors.

- (c) Review and make recommendations to the full Board of Directors, or determine whether members of the Board of Directors should stand for re-election. Consider matters relating to the retirement of members of the Board of Directors, including term limits or age limits, as well as the performance of such directors and resignation policies, if applicable.
- (d) Evaluate candidates for nomination to the Board of Directors, including those recommended by stockholders, on a substantially similar basis as it considers other nominees. In connection with such evaluation, the Nominating Committee shall adopt procedures for the submission of recommendations by stockholders as it deems appropriate, which will be described in the Company's proxy statement.
- (e) Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible director candidates.
- (f) Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
- (g) Review and make recommendations, as the Nominating Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board of Directors has the requisite expertise.
- (h) Oversee the evaluation of, at least annually, and as circumstances otherwise dictate, the Board of Directors and management.
- (i) Review notifications from directors regarding a change in the directors' primary employer, a change in the nature of the director's employment following an election to the Board, or any circumstance which may create a conflict with the Company since the last election;
- (j) Review requests from directors in advance of accepting an invitation to (i) serve on the board of directors of more than six public company boards of directors, (ii) serve on more than three public company audit committees, or (iii) engage in significant commitments involving affiliation with other businesses or governmental units;
- (k) Develop and oversee a Company orientation program for new directors and a continuing education program for current directors and periodically review these programs and update them as necessary.

2. Committee Selection, Composition and Evaluation

- (a) Recommend members of the Board of Directors to serve on the committees of the Board of Directors, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Nominating Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
- (b) Recommend members of the Board of Directors to serve as the chairpersons of the committees of the Board of Directors.

- (c) Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board of Directors and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board of Directors.
- (d) Periodically review the charter, composition and performance of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or the elimination of committees of the Board of Directors.

3. Implementation of Provisions of Stockholders Agreement

To the extent any stockholders agreement (as such may be amended from time to time) governing the composition of the Company's Board of Directors exists, the Nominating Committee shall act appropriately to nominate individuals to serve as directors of the Board of Directors, to fill vacancies on the Board of Directors and to comply with such other matters as may be specified in such agreement, in each case, in accordance with such stockholders agreement.

4. Executive Succession Planning

Meet with management at least annually to review and make recommendations relating to succession planning and management development, including the identification of high-potential performers.

5. Corporate Governance

- (a) Review the adequacy of the certificate of incorporation and bylaws of the Company and recommend to the Board of Directors, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws for consideration by the stockholders, if applicable.
- (b) Develop and recommend to the Board of Directors a set of corporate governance principles to be included in the Company's Corporate Governance Guidelines and keep abreast of developments and trends with regard to corporate governance to enable the Nominating Committee to recommend to the Board of Directors changes to the Company's Corporate Governance Guidelines in light of such developments as may be appropriate.
- (c) Review any proposed changes to the Company's Code of Business Conduct at least annually and recommend changes to the Board of Directors.
- (d) Review policies relating to meetings of the Board of Directors. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
- (e) Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Nominating Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

6. Reports

- (a) Report regularly to the Board of Directors including:
- (i) following all meetings of the Nominating Committee; and
 - (ii) with respect to such other matters as are relevant to the Nominating Committee's discharge of its responsibilities.
- (b) Provide such recommendations to the Board of Directors as the Nominating Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Nominating Committee designated by the Nominating Committee to make such report.
- (c) Maintain minutes or other records of meetings and activities of the Nominating Committee.

V. RESOURCES

The Nominating Committee shall have direct access to, and complete and open communications with, senior management, and may obtain advice and assistance from internal legal, accounting and other advisors to assist it. The Nominating Committee shall have authority to retain such consultants, outside counsel and other advisors as the Nominating Committee may deem necessary or appropriate in its sole discretion. The Nominating Committee shall have sole authority to approve related fees and retention terms associated with the retention of any such firm or individual, which fees shall be paid by the Company. In determining whether to retain or terminate a provider of such services, the Nominating Committee may, in its discretion, obtain the input of senior management.

The Nominating Committee shall have available appropriate funding from the Company as determined by the Nominating Committee for payment of:

- compensation to any advisors engaged by the Nominating Committee; and
- ordinary administrative expenses of the Nominating Committee that are necessary or appropriate in carrying out its duties.

VI. RELIANCE ON OTHERS

Unless a Nominating Committee member has knowledge that makes reliance unwarranted, each Nominating Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by:

- one or more officers or employees of the Company whom the Nominating Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented;
- consultants, legal counsel or other persons as to matters which the Nominating Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or
- another committee of the Board of which such Nominating Committee member is not a member if the Nominating Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

VII. ANNUAL PERFORMANCE EVALUATION

The Nominating Committee shall perform a review and evaluation, at least annually, of the performance of the Nominating Committee, including by reviewing the compliance of the Nominating Committee with this Charter. In addition, the Nominating 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 Nominating Committee considers necessary or appropriate. To the extent required by the rules of the SEC or the NYSE, a copy of this Charter will be available on the Company's website. The Committee shall conduct such evaluations and reviews in such manner and using such third party professionals as it deems appropriate. Notwithstanding anything to the contrary herein, the Nominating Committee may choose to forgo an annual evaluation of itself pursuant to the exemption provided to "controlled companies" to the extent permitted by the rules of the NYSE for so long as the Company remains a controlled company.

VIII. MISCELLANEOUS

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Nominating Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Nominating Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any stockholder of the Company who requests it.

This Charter was adopted by the Board of Directors on April 10, 2017.