



**PATRICK INDUSTRIES, INC.  
CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE CHARTER**

The Corporate Governance and Nominations Committee (the “Committee”) reports to the Board of Directors (the “Board”) of Patrick Industries, Inc. (the “Company”) and shall be comprised of at least three independent Board members, as defined by NASDAQ, elected (or appointed) by the Board.

**Purpose of the Committee**

The purpose of the Committee is to assist the Board in: (i) identifying qualified individuals to become Board members; (ii) recommending to the Board the composition of the committees of the Board; (iii) recommend to the Board the Corporate Governance Guidelines for the Company; and (iv) lead the Board in its annual review of Board performance.

**Committee Compensation and Qualifications**

The Committee reports to the Board and shall be comprised of at least three (3) independent Board members appointed by the Board. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market and any other applicable law or regulations.

**Meeting Structure**

The chairperson of the Corporate Governance and Nominations Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency of meetings and the agenda of items to be addressed. The chairperson will ensure that the agenda for each meeting is circulated in advance of the meeting. Minutes shall be prepared for each meeting of the Committee, which minutes shall be submitted to the Committee for approval at a later meeting. The minutes of all meetings of the Committee shall be made available to all Board members and delivered to the Secretary of the Company for filing.

The Committee will meet as necessary to carry out its responsibilities but not less than twice annually. Directors not on the Committee may attend meetings of the Committee at the discretion of the chairperson. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act by unanimous written consent of all members in lieu of a meeting.

**Responsibility and Authority – Board Candidates**

The Committee is responsible for reviewing, interviewing, and recommending candidates and potential candidates for appointment to the Board, consistent with the criteria identified by the Board. The Committee shall seek to complete customary vetting procedures and background checks with respect to individuals suggested for Board membership by stockholders of the Company or other sources.

**Other Responsibilities**

The Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans.

The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.

The Committee shall annually, or more frequently as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

The Committee shall annually, or more frequently as it deems appropriate, review the succession planning for the Company's senior executive officers, including, but not limited to, the Chief Executive Officer and may do so in concert with the Compensation Committee.

The Committee shall have the resources and authority to discharge its responsibilities, including the sole authority (i) to retain and terminate any search firm to be used to identify director candidates and (ii) to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Committee shall annually evaluate its own performance.

The Committee shall review and reassess the adequacy of the Corporate Governance and Nominations Committee Charter and recommend any proposed changes to the Board annually or as it deems necessary.