

CENTEX CORPORATION

Compensation and Management Development Committee Charter

1. General.

The Compensation and Management Development Committee (the "Committee") has been designated by the Board of Directors (the "Board") of Centex Corporation (the "Company") to assist the Board in discharging its responsibilities relating to (i) the compensation of the Chief Executive Officer of the Company (the "CEO") and certain other officers of the Company and its subsidiaries, (ii) the administration of specific incentive compensation plans that the Committee is assigned responsibility to administer, including stock plans, supplemental executive retirement plans and short term and long term incentive compensation plans, (iii) assessing the effectiveness of succession planning relative to the CEO and members of senior management of the Company (the "Senior Management"), and (iv) the approval, review and oversight of certain other benefit plans of the Company.

The Committee shall have and may exercise all the powers and authority of the Board with respect to the duties and responsibilities assigned to it herein.

2. Membership.

The Committee shall consist of at least three persons, all of whom are members of the Board. Each member of the Committee shall be a person the Board has determined satisfies the independence requirements set forth in the listing standards of the New York Stock Exchange (the "NYSE") as in effect from time to time (the "NYSE Standards"). In addition, each member of the Committee shall be (a) a "non-employee director" as defined by Rule 16b-3(b)(3) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and (b) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code").

The Board shall designate the members of the Committee, on the recommendation of the Corporate Governance and Nominating Committee of the Board, at the Board meeting ("Annual Board Meeting") that is held immediately after the annual meeting of the stockholders of the Company, and each Committee member shall serve until the date of the next Annual Board Meeting, unless he or she resigns, is removed or replaced, or otherwise ceases to be a director or a member of the Committee prior to such date, in which event the Board may or (if the Committee would otherwise have fewer than three members) shall designate another director of the Company to fill the resulting vacancy for his or her unexpired term. Furthermore, if for any reason the Board does not designate the members of the Committee at an Annual Board Meeting, the directors who then comprise the Committee will continue to serve as members of the Committee until the Board takes action to designate new members of the Committee. If the Board fills a vacancy on the Board, or if a new director is otherwise elected to the Board, the Board may designate such new director as a member of the Committee. The Board may remove or replace a member of the Committee at any time.

3. Internal Governance and Procedures.

The Board shall designate one member of the Committee to act as chairperson of the Committee (the "Chairperson"). Such member shall act as Chairperson until the next Annual Board Meeting unless he or she resigns, is removed or replaced, or otherwise ceases to be a director or a member of the Committee prior to such date, in which event the Board shall designate another member of the Committee to serve as Chairperson for his or her unexpired term. The Chairperson shall preside over all meetings of

the Committee. In addition, the Chairperson shall periodically report the Committee's findings and conclusions to the Board. The Board may remove or replace the Chairperson at any time.

The Committee may establish such rules of procedure as it determines to be necessary or appropriate to conduct its business, including rules regarding notice of meetings, quorum, voting, preparation of agendas and distribution of materials, so long as such rules do not contravene the provisions of the By-Laws, the Sarbanes-Oxley Act, the NYSE Standards, the Exchange Act, other corporate governance guidelines applicable to the Committee or the express provisions of this Charter. In the absence of contrary procedures, (a) a majority of the members of the Committee shall constitute a quorum, unless the Committee is comprised of an equal number of members, in which case one-half of the members of the Committee shall constitute a quorum, and (b) the act of a majority of the members of the Committee in attendance at a meeting at which a quorum is present shall constitute the act of the Committee.

The Committee shall meet as often as it determines, but not less than two times annually. The Committee may invite such persons, in addition to the members of the Committee, as it deems appropriate to attend all or part of any meetings. The Committee shall maintain minutes of its meetings and written records of its actions. The Committee shall be authorized to meet, as frequently as it determines is necessary or appropriate, with the Company's management, compensation consultants, or the independent auditors in separate executive sessions to discuss any matters that the Chairperson or any other member of the Committee believes should be discussed privately.

To the extent permitted by the NYSE Standards and applicable legal requirements, the Committee may delegate specified duties and responsibilities of the Committee to a subcommittee consisting of members of the Committee that is created by a vote of a majority of the members of the Committee. Any decision of a subcommittee or member made pursuant to any authority delegated by the Committee shall be reported to the full Committee at its next scheduled meeting. Any subcommittee of the Committee shall be governed by such procedures as the Committee shall determine from time to time.

The Committee shall review its internal procedures periodically in order to best react to changing conditions and circumstances.

4. Duties and Responsibilities.

The following shall be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

The Committee shall perform the duties and responsibilities of a compensation committee as contemplated by the Sarbanes-Oxley Act, the NYSE Standards, the Exchange Act and the rules and regulations thereunder, applicable provisions of the Code and the rules and regulations thereunder, and this Charter, and in conformity with other applicable law. The Committee shall provide to the Board such other assistance as the Board shall request in connection with the general oversight of the Company's compensation, equity and benefit plans.

To fulfill its purposes as described above, the Committee shall have the following duties and responsibilities:

- a. Review the overall compensation philosophy of the Company.
- b. Review and approve the corporate goals and objectives relevant to compensation. The Committee will take into account whether (i) the compensation of Senior Management is

reasonably related to corporate performance, and (ii) the compensation programs of Senior Management are properly coordinated and achieving their intended purpose.

c. Evaluate the CEO's performance in light of the corporate goals and objectives in order to determine and approve the CEO's compensation level based on that evaluation, including, but not limited to, (i) the annual base salary level, (ii) the annual incentive compensation opportunity level and/or formulas, including any performance goals under stockholder-approved compensation plans, (iii) the long-term incentive opportunity level, if any, (iv) the mix of cash and long-term measures (and the amounts and types thereof) in which the annual incentive opportunity and any long-term incentive opportunity would be paid, (v) the terms of any employment agreements and extensions thereto, severance arrangements and change in control agreements or provisions, in each case as, when and if appropriate, and (vi) any special or supplemental benefits, including, but not limited to, perquisites (collectively, the "Compensation Arrangement"). In determining the long-term incentive component of the compensation of the CEO, the Committee should consider the Company's relative performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards made to the CEO in past years and such other factors that the Committee deems relevant.

d. Annually review and approve, in consultation with the CEO, the compensation for executive officers of the Company, other than the CEO, who are subject to the provisions of Section 16 of the Exchange Act ("Section 16 Officers"), including, but not limited to, the terms and provisions of the Compensation Arrangement for the Section 16 Officers. At the Committee's sole discretion, it may submit any of its decisions to the Board for its approval or ratification.

e. Annually review, in consultation with the CEO, the terms and provisions of the Compensation Arrangement for senior officers and key employees of the Company and its principal subsidiaries as it deems prudent and necessary, other than the CEO and the Section 16 Officers.

f. Administer the Company's equity compensation plans and other plans that it is assigned responsibility to administer, including (i) taking action on the establishment of, or amendment to, such plans in conformity with the NYSE Standards, including making recommendations to the Board concerning such plans, (ii) taking action on grants and awards under such plans and other matters provided in the respective plans, and (iii) acting as the "Stock Option Committee" or other similar body with respect to such plans.

g. Review on a periodic basis other benefit plans sponsored by the Company to determine whether they are properly coordinated and achieving their intended purposes. The benefit plans currently in place include a 401(k) plan, a profit sharing and retirement plan, a supplemental executive retirement plan, a salary continuation plan and health insurance and life insurance plans. In addition, the Committee will consider, from time to time, amendments to existing benefit plans and proposals for new benefit plans and, if appropriate, recommend the same for approval to the Board.

h. Issue a report on executive compensation as required by rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement or annual report on Form 10-K.

i. Regularly review the Company's leadership development programs and initiatives and discuss leadership development with the CEO.

j. Review on a periodic basis and report to the Board on succession planning with respect to Senior Management, including emergency procedures for succession in the event of an unexpected death, disability or departure of the Chief Executive Officer.

k. Make periodic reports to the Board on the work of the Committee.

l. Fulfill such other duties and responsibilities as are consistent with the purposes of the Committee enumerated in this Charter or as may be delegated by the Board from time to time.

Except where the Committee otherwise expressly determines (and so notes its determination in writing or in the minutes of a meeting) or applicable law otherwise expressly requires, the Committee shall not act as a fiduciary with respect to any benefit plan or program of the Company under ERISA or otherwise.

5. Engagement of Advisers; Funding.

The Committee shall have the authority to engage and obtain advice and assistance from such independent counsel and other advisers as the Committee determines to be necessary to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, for the payment of (i) compensation to any compensation consultant for the purpose of rendering or issuing a report or related work or performing other services for the Committee or the Company, (ii) compensation to any counsel or other advisers engaged by the Committee as provided above, and (iii) the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall have the sole authority to engage, retain and terminate any compensation consultant to be used to assist it in the performance of its duties hereunder, and shall have the sole authority to approve such consultant's fees and other retention terms.

6. Annual Review of Charter and Performance Evaluation of the Committee.

The Committee shall review and reassess at least annually the adequacy of this Charter and shall recommend any changes it deems appropriate to the Board. The Committee shall annually review the Committee's own performance. In addition, the Board shall conduct an annual performance evaluation of the Committee. After completing its annual performance evaluation of the Committee, the Board or a representative thereof shall review such evaluation or a summary thereof with the members of the Committee.

Amended and Restated
on October 11, 2005