

**CENTEX CORPORATION**  
**Corporate Governance and Nominating Committee**  
**Charter**

**1. General.**

The Corporate Governance and Nominating 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 by (a) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, (b) recommending to the Board the director nominees for the next annual meeting of stockholders and, when appropriate, director appointees to take office between annual meetings, (c) developing and recommending to the Board the corporate governance guidelines applicable to the Company, (d) leading the Board in its annual evaluation of the performance of the Board and executive management, (e) recommending to the Board membership on standing Board committees, and (f) advising and counseling the Board and management regarding, and oversight of, the Company's governance, including the Board's practices and effectiveness.

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").

The Board shall designate the members of the Committee at the Board meeting ("Annual Board Meeting") that is 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 that 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, 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, 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 governance and nominating committee as contemplated by the Sarbanes-Oxley Act, the NYSE Standards and this Charter, and shall provide to the Board such other assistance as the Board shall request in connection with the general oversight of the governance of the Board.

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

a. Governance.

- (i) Develop and recommend to the Board a set of corporate governance principles for the Company; once adopted, review and reassess at least annually the adequacy of the corporate governance principles relative to current standards of corporate governance practice.

(ii) Periodically review corporate governance matters generally and recommend action to the Board where appropriate.

(iii) Recommend to the Board, and periodically review, standards for determining director independence consistent with the requirements of the NYSE and applicable laws.

(iv) Oversee the Company's positions on and policies in respect to significant stockholder relations issues, including proposals submitted by stockholders for inclusion in the Company's proxy statement. The Committee (and between meetings, the Chairperson of the Committee) may refer consideration of a particular stockholder proposal to another Board Committee.

(v) Review any proposed amendments to the Company's Articles of Incorporation and By-Laws and recommend appropriate action to the Board.

(vi) Monitor the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and Committee meetings and other activities of the directors.

(vii) Review the Board's policies for director compensation, stock ownership, retirement and tenure and recommend to the Board compensation programs for directors.

b. Nominating.

(i) Actively seek, identify and evaluate the qualification of and recommend to the Board individuals qualified to become members of the Board in connection with each annual meeting, and any directors to be elected by the Board to fill vacancies or newly created directorships between annual meetings. As part of its process, the Committee shall consider the size of the Board and shall consider and evaluate nominees proposed by stockholders in accordance with the terms of the Company's By-Laws, Corporate Governance Guidelines and applicable laws.

(ii) In assessing the qualifications of prospective nominees to the Board, consider each nominee's independence, personal and professional integrity, experience, skills, ability and willingness to devote the time and effort necessary to be an effective board member, and commitment to acting in the best interests of the Company and its stockholders. Consideration shall also be given to the Board's having an appropriate mix of background skills.

(iii) Evaluate the independence, qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board.

(iv) Recommend to the Board Director nominees for each of the Committees of the Board (including the chairperson of each Committee) as openings occur on the committees of the Board, or as rotations of committee assignments are deemed advisable by the Board; the Committee shall recommend committee assignments in accordance with the membership requirements specified in the Charter for each committee, and in doing so shall consider each committee's annual assessment of its composition, performance and effectiveness and the abilities and skills of individual directors.

(v) Acting through the Chairman of the Committee, determine the effect of a director's change in circumstances and, if appropriate, recommend to the Board whether to accept a tendered resignation from such director.

(vi) Recommend to the Board removal of a director, if appropriate.

(vii) Monitor the orientation and training needs of directors and recommend action to the Board, individual directors, and management where appropriate.

c. Officers and Employees.

(i) Recommend to the Board stock ownership guidelines for executive officers and monitor compliance therewith.

(ii) Review and approve, prior to acceptance, the election of any employee of the Corporation or its subsidiaries to the board of directors of any other public company.

d. Administration.

(i) Make regular reports to the Board as to its work.

(ii) Perform such other functions as are consistent with the purposes of the Committee or as may be delegated to it by the Board from time to time under the Company's corporate governance principles 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 search firm for the purpose of identifying director candidates 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 search firm to be used to identify director candidates or any other consultant to be used to assist it in the performance of its duties hereunder, and shall have the sole authority to approve the fees and other retention terms for such search firm or other consultant.

## **6. Annual Oversight of the Evaluation of the Board and its Committees.**

The Committee will initiate and oversee an annual evaluation of the effectiveness of the Chairman, the Board and each Committee, as well as the composition, organization (including its Committee structure, membership and leadership) and practices of the Board. The Committee may delegate the annual evaluation of the Board and the Committees to the Lead Director of the Board, as appropriate. The Committee will report its findings to the full Board annually.

**7. 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 July 14, 2005