
Drew Industries Incorporated
Corporate Governance and Nominating
Committee Charter

DREW INDUSTRIES INCORPORATED

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. PURPOSE

The purpose of the Corporate Governance and Nominating Committee of the Board of Directors is to assist the Board in (i) identifying qualified individuals to become Board members, (ii) determining the composition of the Board of Directors and its Committees, (iii) monitoring a process to assess Board effectiveness (iv) developing and implementing the Company's corporate governance principles and business guidelines and (v) evaluating potential candidates for executive positions.

II. ORGANIZATION

The Committee shall consist of a minimum of three independent directors, including the chairs of the Audit and the Compensation Committees. Members of the Committee shall be appointed and may be removed by the Board of Directors.

III. STRUCTURE AND MEETINGS

The Committee shall meet at least twice annually, and more frequently as circumstances dictate in order to accomplish the purposes and goals set forth in this Charter. Committee meetings and communications shall be either in person or by conference telephone call.

The chairperson of the Corporate Governance and Nominating Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. 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 sent to all Board members and to the Secretary of the Company for filing.

IV GOALS AND RESPONSIBILITY

The Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become Directors and to select nominees to be presented for stockholder approval at the Annual Meeting. The

- Committee shall select individuals as nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholders.
2. To consider nominees proposed by Stockholders for election as Directors.
 3. To determine the reason for the resignation tendered by any Director.
 4. To review the Board's committee structure, and to recommend to the Board for its approval directors to serve as members of each Committee. The Committee shall review and recommend Committee slates annually and shall recommend additional Committee members to fill vacancies as needed.
 5. To assist the Board in developing and evaluating potential candidates for the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of the Company and for Chief Executive Officer positions of the Company's subsidiaries.
 6. To oversee the development of executive succession plans for the Company and its subsidiaries.
 7. To develop and recommend to the Board for its approval a set of Corporate Governance Principles (the "Principles"). The Committee shall review the Principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
 8. To review and, if necessary, recommend to the Board revisions to the Company's Guidelines for Business Conduct (the "Guidelines") applicable to all employees of the Company, and the Code of Financial Ethics for Drew's CEO and for its CFO and for the Chief Financial Officers of its subsidiaries.
 9. To recommend changes to the Company's Certificate of Incorporation and Bylaws, as appropriate.
 10. To develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its Committees. The Committee shall oversee the annual self-evaluations.
 11. To review and recommend to the Board of Directors on an annual basis Director compensation and benefits. This is primarily the responsibility of this committee, but should be reviewed with the Compensation Committee.

V. COMMITTEE RESOURCES

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain a search firm to assist in identifying Director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

VI. PERFORMANCE EVALUATION

The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

VII. DISCLOSURE OF CHARTER

The Committee will cause the Company to (i) maintain on its website copies of this Charter, the Key Practices and the Governance Principles, (ii) indicate in its annual report that such information is available on the Company's website or in printed form upon request, and (iii) include this Charter in public filings that may require such inclusion.