

**CHARTER OF THE  
NOMINATING AND GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
M/I HOMES, INC.**

**PURPOSE**

The purpose of the Nominating and Governance Committee (the “Committee”) of M/I Homes, Inc. (the “Company”) is to provide oversight on the broad range of issues surrounding the composition and operation of the Board of Directors (the “Board”), including identifying individuals qualified to become Board members, recommending to the Board director nominees for the next annual meeting of shareholders and developing and recommending to the Board a set of corporate governance principles applicable to the Company.

The Committee also has responsibility for making recommendations to the Board and the Chairman in the areas of committee selection, including committee chairs, rotation practices, evaluation of the overall effectiveness of the Board and management, and review and consideration of developments in corporate governance practices.

The Committee has the authority to undertake the specific duties and responsibilities set forth below and will have the authority to undertake such other duties and responsibilities as the Board may from time to time prescribe.

**COMMITTEE MEMBERSHIP**

The Committee shall consist of at least three members of the Board, each of whom shall (1) be an “independent director” as that term is defined under the listing rules of the New York Stock Exchange, Inc. (the “NYSE”) and (2) satisfy any other standards of independence that may from time to time be in effect and applicable to the Committee.

The members of the Committee shall be appointed by the Board based upon experience, education and other skills considered by the Board to be necessary or appropriate to contribute to the Committee. To the extent deemed appropriate by the Committee, the Committee may recommend the members of the Committee to the Board. The members of the Committee shall serve at the discretion of the Board. The Board may fill any vacancies on the Committee and may remove a Committee member at any time with or without cause. The Board shall designate a Chairperson of the Committee. The Committee may designate its own Secretary who may be a non-Committee member.

## **DUTIES AND RESPONSIBILITIES:**

In furtherance of its purpose, the Committee shall have the following specific duties and responsibilities:

1. Establishing and articulating qualifications, desired background and selection criteria for members of the Board. In so doing, the Committee shall consider any factors it deems appropriate, including: judgment; skill; diversity; strength of character; experience with businesses and organizations of comparable size or scope; experience as an executive of, or adviser to, a publicly traded or private company; experience and skill relative to other Board members; specialized knowledge or experience; and desirability of the candidate's membership on the Board and any committees of the Board.
2. Making recommendations to the Board concerning all nominees for Board membership, including the re-election of existing Board members and the filling of any vacancies.
3. Evaluating and making recommendations to the Board concerning the number and accountability of Board committees and committee assignments.
4. Annually soliciting input from the Board and conducting an annual review of the effectiveness of the operation of the Board and Board committees, including a review of governance and operating practices.
5. Developing, recommending and periodically reviewing a set of corporate governance guidelines applicable to the Company in accordance with applicable law and the NYSE rules.
6. Considering matters relating to the retirement of Board members, including consideration of a recommended retirement age.
7. Monitoring the orientation and training needs of directors and recommending action to the Board, individual directors, and management where appropriate.
8. Reviewing and reassessing the adequacy of this Charter and any charters of other committees of the Board on an annual basis and recommending any proposed changes to the Board. This Charter (and any amendments thereto) shall be publicly disclosed in the manner required by the then applicable SEC and/or NYSE rules and regulations.
9. Conducting a Committee performance evaluation an annual basis.

The foregoing duties and responsibilities shall be common, recurring activities of the Committee in carrying out its purpose. The Committee shall also carry out any other

duties and responsibilities delegated to it by the Board from time to time that are related to the purpose of the Committee.

## **MEETINGS**

Although no minimum number of meetings is required, the Committee shall endeavor to meet at least four times a year at the times and locations determined by the Committee Chairperson or a majority of the Committee members. The Committee Chairperson or a majority of the Committee members may call a meeting of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of business at any meeting. The Committee may act by a majority of its members present at a meeting at which a quorum is present. To the extent permitted by the Company's Amended and Restated Articles of Incorporation and Amended and Restated Code of Regulations, the Committee may also take action by unanimous written consent.

The Committee in its sole discretion may invite members of management, advisors or others to attend meetings for any purpose, including the provision of pertinent information or the implementation of the Committee's recommendations or decisions.

The Committee shall prepare minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. At each regularly scheduled meeting of the Board, the Chairperson of the Committee, or his or her designee, shall provide the Board with a report of the Committee's activities and proceedings.

## **COMMITTEE RESOURCES**

Subject to applicable law, the Committee shall have the authority to designate, and delegate any of its duties and responsibilities to, such sub-committees as the Committee in its sole discretion deems appropriate.

The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of any search firm to be used to identify director candidates, outside counsel, whether the Company's general outside counsel or special counsel, and such other experts, consultants or advisors as it deems appropriate, without seeking additional approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

Effective March 9, 2004