

## CENTEX CORPORATION

### CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

#### 1. Purpose.

The Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Centex Corporation (the "Company") shall be responsible for advice and counsel to the Board and management regarding, and oversight of, the Company's governance, including the selection of directors and the Board's practices and effectiveness.

#### 2. Membership.

The Committee shall consist of at least three directors. Each member of the Committee shall satisfy the independence requirements set forth in the corporate governance and other listing standards of the New York Stock Exchange (the "NYSE") as in effect from time to time (the "NYSE Standards").

The Board shall elect 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 shall appoint 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 elect the members to 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 elect new members of the Committee. The Board may remove or replace a member of the Committee at any time.

To the extent permitted by applicable legal requirements and/or listing standards, the Committee may delegate specified duties and responsibilities to a subcommittee created by a vote of a majority of the members of the Committee.

#### 3. Operation.

The Board shall elect one of the members 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 appoint 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.

A majority of the members of the Committee shall constitute a quorum. 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 is appropriate but not less than two times annually.

The Committee may, at its discretion, engage such independent consultants as it deems appropriate. Further, the Committee may invite to all or part of any Committee meeting such representatives of independent consultants and members of management and other persons as the Committee shall deem necessary or appropriate. The Committee shall, when it deems it appropriate, meet with such consultants without any members of management in attendance. The Committee shall have the sole authority to engage, retain and terminate any 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.

**4. Duties and Responsibilities.** To fulfill its purposes as described above, the Committee shall:

a. Governance.

- (i) Develop, periodically review and recommend to the Board a set of corporate governance principles for the Company.
- (ii) Periodically review corporate governance matters generally and recommend action to the Board where appropriate.
- (iii) Review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
- (iv) 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.
- (v) Review the Board's policy for director compensation and recommend to the Board compensation programs for directors.
- (vi) Recommend to the Board stock ownership guidelines for executive officers and monitor compliance therewith.
- (vii) Review and approve, prior to acceptance, the election of the Chief Executive Officer, Chief Operating Officer or Chief Financial Officer to any other public company Board.

b. Nominating

- (i) Actively seek, recruit, screen, and interview individuals qualified to become members of the Board for recommendation to the Board, and consider management's recommendations for director candidates.
- (ii) Have the sole authority, at the expense of the Company, to retain and terminate any search firm to be used to identify director candidates, and approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance on any matter addressed in this charter from internal or external legal, accounting or other advisors, at the expense of the Company.
- (iii) Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board.
- (iv) Establish and periodically reevaluate criteria for Board membership and selection of new directors; and determine as necessary the portfolio of skills, experience, perspective and background required for the effective functioning of the Board.
- (v) Recommend to the Board the Director nominees for each annual stockholders meeting.
- (vi) Recommend to the Board Director nominees for each of the Committees of the Board, including the chairperson of each Committee.
- (vii) Determine, acting through the Chairman of the Committee, 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.
- (viii) Recommend to the Board removal of a director, if appropriate.

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

c. Administration.

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

(ii) Perform other functions within the scope of the foregoing, which the Committee deems appropriate to undertake from time to time.

**5. Annual Oversight of the Evaluation of the Board and its Committees**

1. The Committee will initiate and oversee an annual evaluation of the effectiveness of 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 as appropriate.