

THE TORO COMPANY

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors of The Toro Company (the “Company”) (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of stockholders; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board’s performance; and (4) to recommend to the Board director nominees for each committee.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Committee shall be appointed and replaced by the Board. The Board shall designate one of the members of the Committee as Chair.

Committee Authority and Responsibilities

1. The Committee shall annually recommend to the Board the exact number of directors to be fixed (not less than eight nor more than eleven persons) pursuant to the Amended and Restated Certificate of Incorporation.
2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
3. The Committee, when vacancies occur, shall actively seek individuals qualified to become board members for recommendation to the Board, and shall recommend persons based on business experience, professional expertise, industry experience and geographic representation.
4. The Committee, with the participation of the Chairman of the Board, shall annually poll the members of the Board concerning each Director whose term is expiring and shall recommend that any Director who does not continue to have the affirmative support of a majority of the members of the Board not stand for election.
5. The Committee shall annually review and reassess the adequacy of the Corporate Governance Guidelines of the company and recommend any proposed changes to the Board for approval.

6. The Committee may form and delegate authority to subcommittees when appropriate.
7. The Committee shall meet at least annually and the Chair shall report to the Board after each meeting.
8. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.