

FINANCE COMMITTEE CHARTER
OF THERMON GROUP HOLDINGS, INC.
(together with its direct and indirect subsidiaries, the “*Company*”)

As adopted by the board of directors of the Company, effective July 25, 2019

Purpose

The purpose of the Finance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of the Company is to: (i) review the Company’s financial affairs; provided, however, that the responsibility for managing and assessing risks with respect to financial reporting issues shall be the responsibility of the Audit Committee of the Board; (ii) provide advice and counsel to the Company’s management regarding potential major transactions, such as mergers, acquisitions, reorganizations and divestitures; (iii) make recommendations to the Board regarding dividend, financing and financial policies; (iv) review the financial exposure of the Company together with risk mitigation strategies; (v) monitor the Company’s investor relations program and (vi) assist the Board in fulfilling its oversight responsibilities with respect to the review of major transactions.

Composition of the Committee

The Committee shall be comprised of three or more directors, each of whom: (i) meets the independence requirements of the New York Stock Exchange (the “*NYSE*”) and (ii) qualifies as “independent” under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “*Exchange Act*”). Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Members of the Committee shall be appointed by the Board on the recommendation of the Committee. Members shall serve for such terms as the Board may determine, or until their earlier resignation, death, or removal. Members of the Committee may be removed by the Board in its complete discretion.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities. The Board shall designate one member of the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, and all actions of the Committee shall be taken pursuant to and in accordance with the Company’s bylaws. The Committee may meet by telephone, video conference or similar means of remote communication and may take action by unanimous written consent of all Committee members.

Each member of the Committee shall have one vote. One-third of the members of the Committee, but not less than two members of the Committee, shall constitute a quorum. The Committee shall

be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

Delegation

The Committee may form, and delegate authority to, subcommittees consisting of one or more members when it deems appropriate.

External Advisors

The Committee shall have authority to obtain advice and assistance from any officer or employee of the Company or, at the Company's expense, but at funding levels determined by the Committee, any outside legal counsel, expert or other advisor to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have full, unrestricted access to Company records.

Duties and Responsibilities

In furtherance of its purpose, the Committee shall:

1. Review the financial implications of any significant transactions requiring Board approval as related to mergers, acquisitions, joint ventures, reorganizations, divestitures and strategic initiatives. In addition, perform post project reviews for significant transactions or as requested by the Board.
2. Review financial implications of any significant capital project requiring Board approval and evaluate whether the economics on which the project is based are consistent with the Company's standard methodology. In addition, perform post project reviews for significant projects or as requested by the Board.
3. Evaluate the financing requirements of the Company and management's proposed financing plans, including the material terms of financing transactions. Recommend to the full Board those authorizations, filings and applications necessary and appropriate to enable management to execute such plans.
4. Periodically review the long-term and short-term financial objectives and policies relating to the Company's cash flow, working capital, capital expenditures, capital allocation and cash management, and recommend such policies and objectives for action by the full Board where appropriate.
5. Review the financial exposures and policies relating to management of

derivatives, foreign currencies, swap transactions and the mix of fixed and floating rate liabilities.

6. Consider and recommend to the full Board stock sales, repurchases or splits, as appropriate, and any payment of dividends.
7. Periodically review the Company's investor relations program.
8. Review bank lines of credit and related programs. Consider and recommend to the full Board any repurchases or repayment of any debt or debt securities of the Company.
9. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
10. Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.
11. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
12. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws and applicable laws, rules and regulations and such other requirements applicable to the Company, delegated to the Committee by the Board.

Powers of the Committee

The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes, engage external advisors and carry out its duties and responsibilities as set forth in this Charter.