

NOMINATING AND CORPORATE GOVERNANCE 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 June 1, 2011 and amended July 31, 2014

Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of the Company is to (i) identify, evaluate and recommend individuals qualified to become members of the Board, consistent with criteria approved by the Board, and to select, or recommend that the Board select, the director nominees for either appointment to the Board or to stand for election at each annual meeting of stockholders, (ii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, (iii) oversee the evaluation of the Board and management, (iv) conduct an annual performance evaluation of the Board's committees and (v) evaluate and recommend to the Board appropriate compensation for the Company's non-employee directors. The Committee shall also recommend directors eligible to serve on all committees of the Board.

Composition of 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 by the Board. The 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, but in any case, not less than twice a year. The Board shall designate one member of the Committee to serve as its chairperson. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all 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 chairperson will preside, when present, at all meetings of the Committee. The Committee may meet by telephone or video conference and may take action by written consent.

Each member of the Committee shall have one vote. One-third of the members, but not less than two members, 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 the sole authority to retain and terminate consultants to assist in the identification and evaluation of director candidates and the evaluation of non-employee director compensation, including the sole authority to approve the consultants' fees and other retention terms. The Committee shall also 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

The Committee shall:

1. Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
2. Identify, recruit, screen and interview (to the extent deemed appropriate by the Committee) individuals that the Committee believes are qualified to become Board members in accordance with the Nominating Criteria set forth below, and to select, or to recommend that the Board select, the director nominees for either appointment to the Board or to stand for election at each annual meeting of stockholders of the Company at which directors will be elected.
3. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members in accordance with the Nominating Criteria set forth below, and recommend such person or persons for appointment to the Board.
4. Identify Board members qualified to fill any vacancy on a standing committee of the Board in accordance with the Nominating Criteria set forth below, and recommend nominees to the Board for appointment to any such committee.
5. Assess the performance of incumbent directors, and consider attendance, participation and other relevant factors in determining whether to nominate such directors for reelection.
6. Review and evaluate all stockholder nominees for director in accordance with the Nominating Criteria set forth below; provided, with respect to those candidates recommended by stockholders, that such recommendation is made in accordance with the Company's procedures for nomination of directors by stockholders as provided in the Company's bylaws and proxy statement.
7. Evaluate and recommend to the full Board appropriate compensation for the Company's non-employee directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
8. Develop a position description for the Chairman of the Board and assess the performance of the Chairman (if such position is held by someone other than the Company's CEO).
9. Monitor compliance with stock ownership guidelines for the Company's non-employee

directors.

10. Make recommendations in connection with directors' and officers' indemnification and insurance matters.
11. Develop and recommend to the Board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.
12. Review the Company's corporate governance guidelines at least once per year, and prepare a report to the Board recommending any proposed changes to the Board for approval.
13. Conduct an annual performance evaluation to, at a minimum, (i) compare the performance of the Committee to the requirements of this Charter and any other duties or responsibilities delegated to the Committee by the Board and (ii) recommend to the Board any improvements to this Charter that the Committee deems to be necessary or appropriate, and report to the Board the results of the evaluation, which may take the form of an oral presentation by a member of the Committee to the Board.
14. Develop and oversee an orientation program for new directors and a continuing education program for all directors.
15. Review and advise the Board regarding proposals submitted by the stockholders of the Company for inclusion in the Company's proxy statement.
16. Report regularly to the Board on the activities of the Committee.
17. Establish an appropriate process for and oversee the self-assessment of the Board (including Board self-assessment, committee self-assessments and director assessments), and oversee the evaluation of management.
18. Conduct an annual performance evaluation of the Board and the committees of the Board.
19. Perform such other duties and responsibilities, consistent with this Charter, the Company's Bylaws and applicable laws, rules and regulations, delegated to the Committee by the Board.

#### Nominating Criteria

In evaluating candidates for nomination to the Board, the Committee shall take into account the applicable requirements for directors under the Exchange Act and the listing standards of the NYSE. The Committee may take into consideration such other factors and criteria as it deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity, and business or other experience. The Committee may (but is not required to) consider candidates suggested by management or other members of the Board.

In evaluating candidates for nomination to committees of the Board, the Committee shall take into account the applicable requirements for members of committees of boards of directors under the Exchange Act and the listing standards of the NYSE. The Committee also shall take into consideration the factors and requirements set forth in the charter of such committee, if any. The Committee may take into consideration such other factors or criteria that the Committee deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity, and business or other experience.

### 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.