

MERITAGE HOMES CORPORATION

LEAD DIRECTOR CHARTER

I. BACKGROUND

The Board of Directors (the “Board”) of Meritage Homes Corporation (the “Corporation”) considers it useful and appropriate that a non-employee/independent Director be designated to serve in a lead capacity to coordinate the activities of the other non-employee/independent Directors and to perform such other duties and responsibility as the Board may determine.

II. QUALIFICATIONS

The Lead Director must:

1. Meet the independence requirement of the applicable New York Stock Exchange (“NYSE”) rules.
2. Be familiar with Board governance and related procedures through experience as an independent director or as a committee chair or related positions at the Corporation or other public company.
3. Be available to work effectively and closely with and in an advisory capacity to the Executive Chairman of the Board (“Chairman”).
4. Be available to discuss effectively with other directors any concerns about the Board and to relay those concerns, where appropriate, to the Chairman.

III. RESPONSIBILITIES AND DUTIES

The specific responsibilities of the Lead Director include:

1. Call meetings of independent directors as required by NYSE regulations and in other appropriate circumstances, which may include significant transactions or related party transactions or other significant events, circumstances, or situations.
2. Preside over all meetings of non-employee directors and independent directors and report to the Board, as appropriate, concerning such meetings.
3. Inform or coordinate communication to the Chairman and to the Chief Executive Officer (“CEO”) of matters discussed during the independent director meetings which may be accomplished by having the Chairman and/or the CEO meet with the independent Directors after each independent Director meeting as part of the overall board meeting process. This communication may also be accomplished by the Lead Independent Director having a private conversation with the Chairman and/or the CEO sometime after the board meeting.
4. Review Board meeting agendas in collaboration with the Chairman and recommend matters for the Board to consider and information to be provided to the Board.
5. Serve as liaison and supplemental channel of communication between directors and the Chairman and the CEO without inhibiting direct communications between the Chairman and the CEO and other Directors.
6. Generally, help optimize the effectiveness of the Board and its committees.

7. Collaborate with members of the Nominating/Governance Committee, as requested by it, regarding the evaluation of board candidates, recognizing any ultimate nomination shall be made to the full Board by the Nominating/Governance Committee.
8. Participate in a periodic CEO evaluation process including compiling information and comments from the entire board of non-management directors, presenting those comments to the Chairman, Executive Compensation Committee, and the Nominating/Governance Committee, and then discussing those comments with the Chairman and/or CEO.
9. Perform such other duties and responsibilities as the other independent directors may choose.