



**PATRICK INDUSTRIES, INC.  
CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE CHARTER**

**Purpose of the Committee**

The primary purpose of the Corporate Governance and Nominations Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Patrick Industries, Inc. (the “Company”) in: (i) identifying qualified individuals to become Board members; (ii) recommending to the Board the composition of the committees of the Board; (iii) recommending to the Board the Corporate Governance Guidelines for the Company; and (iv) leading the Board in its annual review of Board performance.

**Committee Composition and Qualifications**

The Committee reports to the Board and shall be comprised of at least three (3) independent Board members appointed by the Board. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market and any other applicable law or regulations.

**Meetings**

The chairperson of the Corporate Governance and Nominations Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency of meetings and the agenda of items to be addressed. The chairperson will ensure that the agenda for each meeting is circulated in advance of the meeting. Minutes shall be prepared for each meeting of the Committee, which minutes shall be submitted to the Committee for approval at a later meeting. The minutes of all meetings of the Committee shall be made available to all Board members and delivered to the Secretary of the Company for filing with the minutes of the Board. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board, as appropriate.

The Committee will meet as necessary to carry out its responsibilities but not less than twice annually. Directors not on the Committee may attend meetings of the Committee at the discretion of the chairperson. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act by unanimous written consent of all members in lieu of a meeting.

**Responsibility and Authority – Board Candidates**

The Committee works with the Board on an annual basis to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual Members. The Committee is responsible for reviewing, interviewing, and recommending candidates and potential candidates for appointment to the Board, and developing the criteria, subject to Board approval, used to evaluate candidates. The Committee shall seek to complete customary vetting procedures and background checks with respect to individuals suggested for Board membership by shareholders of the Company or other sources.

**Other Responsibilities**

The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board’s performance, to be discussed with the full Board each year.

The Committee shall review annually the composition of the Board committees and recommend any changes to such committees to the Board as it deems appropriate.

The Committee shall review annually, or more frequently as it deems appropriate, the succession planning for the Company's senior executive officers, including, but not limited to, the Chief Executive Officer, with the review and approval by the Compensation Committee of the compensation matters relating to such succession planning as set forth in the Compensation Committee Charter of the Company.

The Committee shall review annually, or more frequently as it deems appropriate, the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

The Committee is responsible for overall oversight of the Company's Environmental, Social and Governance ("ESG") policies and initiatives and for working with management to identify and define relevant ESG topics and programs. As part of these responsibilities, the Committee shall review and reassess every two years, or more frequently as it deems appropriate, the adequacy of the Company's Board Diversity Policy, Social and Environmental Responsibility Policy and any other ESG-related policies adopted by the Board and recommend any changes to the Board.

The Committee shall review annually and make recommendations to the Board with respect to the compensation and benefits of directors.

The Committee shall have the resources and authority to discharge its responsibilities, including the sole authority (i) to retain and terminate any search firm to be used to identify director candidates and (ii) 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. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

The Committee shall annually evaluate its own performance.

The Committee shall review and reassess the adequacy of the Corporate Governance and Nominations Committee Charter and recommend any proposed changes to the Board annually.

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