



ROLLINS, INC.
CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS

I. COMMITTEE PURPOSE

This Charter sets forth the purpose and responsibilities of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Rollins, Inc. (the “**Company**”). The Committee is a standing committee of the Board and is responsible for identifying individuals qualified to become members of the Board, consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of shareholders; develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and oversee the evaluation of the Board and management.

Except as expressly provided in this Charter, the Company’s Amended and Restated Bylaws, the Company’s Corporate Governance Guidelines, the listing requirements of the New York Stock Exchange (“**NYSE**”), applicable regulations of the Securities and Exchange Commission (“**SEC Rules**”) or applicable law (collectively, “**Governing Rules**”), the Committee may fix its own rules of procedure.

II. COMMITTEE COMPOSITION

The Committee shall be comprised of at least two (2) directors. Each Committee member shall satisfy the applicable independence requirements under the Governing Rules. One (1) of the Committee members shall be appointed by the Board to serve as Chair of the Committee.

Notwithstanding the foregoing, none of the members of the Committee shall be required to meet the independence requirements of the NYSE during any period in which the Company is a “controlled company” within the meaning of the NYSE’s listing requirements, unless the Board otherwise determines not to rely on the NYSE’s “controlled company” exemption. If the Company ceases to be a “controlled company” or the Board determines not to rely on the NYSE’s controlled company exemption, the members of the Committee shall meet the independence requirements of the NYSE within the periods required by the NYSE’s phase-in rules applicable to companies who cease to be “controlled companies.”

III. AUTHORITY AND KEY RESPONSIBILITIES

1. Director Qualification. The Committee is responsible for determining the appropriate skills and characteristics required of the Board members in the context of the then current make-up of the Board. This determination should take into account all factors the Committee considers appropriate, such as independence, experience, strength of character, mature judgment, technical skills, diversity, age and the extent to which the individual would fill a present need on the Board.
2. Outside Advisors. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm, and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel, and any other advisors.
3. Board Committee Assignments. The Committee shall recommend to the Board the directors to serve on each Board committee annually and as needed from time to time.
4. Board and Committee Chairs. The Committee shall recommend to the Board a chair for each Board committee and a director to serve as Chairman of the Board and, if the recommended Chairman of the Board is not an independent director, then also an independent director to serve as Lead Director.
5. Periodic Reviews. The Committee shall periodically review the composition and size of the Board and its committees, as well as the frequency and procedures of Board meetings, and shall make such recommendations to the Board as it shall deem appropriate from time to time.
6. Corporate Governance Guidelines. The Committee shall annually review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
7. Independence Guidelines. The Committee shall annually review and reassess the adequacy of the Company's Independence Guidelines and recommend any proposed changes to the Board for approval.
8. Stockholder Meetings and Proposals. The Committee shall (i) make recommendations to the Board regarding the agenda for the Company's annual stockholders' meetings, (ii) make recommendations with respect to the appropriate action to be taken in response to any stockholder proposals recommending to our Board nominees for director; and (iii) consider any nominations properly made by a stockholder;

9. Related Party Transactions. The Committee shall have the following authority and responsibilities relative to related party transactions: (i) reviewing, approving or ratifying related party transactions, including material amendments that are in compliance with applicable law, consistent with the Company's corporate governance policies (including those relative to conflicts of interest and usurpation of corporate opportunities) and on terms that are deemed to be fair to the Company; (ii) hiring legal, accounting, financial or other advisors as it may deem necessary or desirable; (iii) delegating responsibilities to executive officers of the Company in connection with discharging the duties of the Committee, if necessary; and (iv) making periodic reports to the full Board of Directors.
10. Environmental, Social and Governance ("ESG"). The Committee shall review and monitor the Company's ESG practices, policies, programs and public disclosures. In addition, from time to time as it deems appropriate, the Committee may request that other committees of the Board take steps to assist the Committee in performing its monitoring responsibilities with regard to certain aspects of the Company's ESG program.
11. Code of Business Conduct and Ethics. The Committee shall annually review and reassess the adequacy of the Company's Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval. In addition, the Committee shall monitor compliance with the Company's Code of Business Conduct and Ethics, investigate any alleged breach or violation of the Company's Code of Business Conduct and Ethics and enforce the provisions of the Company's Code of Business Conduct and Ethics. The Committee shall have authority to consider and grant waivers under the Company's Code of Business Conduct and Ethics for any director or executive officer, although there shall be a presumption against the granting of any such waivers and such waivers must be promptly disclosed as required by the Governing Rules.
12. Delegation of Authority. The Committee may, from time to time, in its discretion, form and delegate all or a portion of its authority to subcommittees; provided that such subcommittees must meet the Committee composition requirements set forth in this Charter or under any applicable federal or state laws.
13. Annual Charter Review and Committee Self-Evaluation. On an annual basis, the Committee shall (i) review, assess the adequacy of and approve this Charter, and (ii) perform an evaluation and assessment of the Committee and its performance in connection with its duties and responsibilities. The Committee shall recommend any proposed changes to the Charter to the Board for approval and report the results of such evaluation to the Board.
14. Other Duties. The Committee shall perform any such additional duties or responsibilities as the Board may deem necessary from time to time.

IV. COMMITTEE GOVERNANCE

The Committee shall meet as often as it determines necessary or appropriate to carry out its responsibilities. The Committee Chair may call Committee meetings and, in consultation with other Committee members, shall determine the frequency and length of Committee meetings and shall set agendas for such meetings consistent with this Charter. In the absence of a Committee Chair, a majority

of the members of the Committee may call a meeting of the Committee. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

The Committee shall maintain minutes of each Committee meeting to be prepared by a person designated by the Chair as the secretary of such meeting and shall be submitted to the Committee for approval. All minutes shall be filed with the records of the Company.

Approved 1/24/2022

Last Reviewed 1/24/2022