

Charter

JAMES HARDIE INDUSTRIES plc

Nominating and Governance Committee Charter

1. Membership and independence

The Board of Directors (**Board**) of James Hardie Industries plc (**Company**) has established a Nominating and Governance Committee (**Committee**).

1.1 The Committee shall comprise at least three members. Members of the Committee shall be appointed by the Board.

1.2 The majority of the members of the Committee shall be independent non-executive directors. However, if the rules and regulations of the Australian Securities Exchange, the New York Stock Exchange or any other applicable regulatory body require more members of the Committee to be independent, then the Committee will have the required number of independent members. For purposes of complying with any applicable independence requirements in this charter, a non-executive director's independence shall be determined by the Board in accordance with the rules and regulations of the applicable exchange or regulatory body.

2. Chair

2.1 The Board shall appoint one member of the Committee as Chair of the Committee. The Chair must be an independent non-executive director. The Chair shall be primarily responsible for the proper functioning of the Committee. The Chair shall act as spokesman of the Committee and shall be the main contact for the Board. The Chair of the Board may be the Chair of the Committee. However, the Chair of the Board shall not chair the committee when it is dealing with the matter of succession to the Chairship.

2.2 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under this Charter to be appointed to that position by the Board.

3. Secretary

The company secretary or his or her nominee shall act as the secretary of the Committee.

4. Quorum

The quorum necessary for the transaction of business shall be a majority of its members.

5. Meetings

5.1 The Committee will meet as often as it deems necessary or appropriate to undertake its role effectively but no less than four times per year, either in person or by any technological means as consented to by all members of the Committee, and at such times and places as the Committee determines. Resolutions of the Committee are adopted by a majority of votes cast. The Committee shall report regularly to the Board with respect to its meetings and activities.

5.2 All members of the Board may attend and speak at any meeting of the Committee. Other individuals who are not members of the Committee may attend all or part of any meeting at the invitation of the Chair as and when appropriate and necessary.

5.3 The secretary shall minute the proceedings and resolutions of all committee meetings.

5.4 Draft minutes of the Committee meetings shall be included in the papers for the next Committee scheduled meeting and circulated to all other members of the Board unless in the opinion of the Committee Chair it would be inappropriate to do so.

6. Purpose, Duties and Responsibilities

The main purpose of the Committee is to identify and recommend to the Board individuals qualified to become members of the Board, develop and recommend to the Board a set of corporate governance principles, perform a leadership role in shaping the Company's corporate governance policies, discharge the responsibilities of the Board relating to remuneration of the Company's non-executive directors and formulate succession plans for the CEO, CFO and senior executives. The duties and responsibilities of the Committee are to:

Succession Planning and Board Appointments

- (a) Give full consideration to succession planning for non-executive directors, the CEO, the CFO and other senior executives in the course of its work, and make recommendations to the Board concerning formulating plans for succession for non-executive directors, the CEO, the CFO and senior executives;
- (b) Regularly assess:
 - (i) the desired skills, knowledge, competencies, experience and diversity on the Board, having regard to the strategic direction of the Company, Board renewal, succession and diversity plans;
 - (ii) the collective experience, skills, knowledge, competencies and diversity of the non-executive directors and determine whether the Board as a whole has the skills, knowledge and competencies to discharge its responsibilities effectively;
- (c) Having regard to the skills, knowledge, competencies, experience and diversity represented on the Board, the Committee will, before any appointment is made by the Board, prepare a description of the role and capabilities for a particular appointment;
- (d) Identify, review the qualifications of, and recommend to the Board candidates for the Board as necessary to fill vacancies or appoint additional persons to the Board. In identifying suitable candidates the Committee shall consider candidates from a wide range of backgrounds, with a focus on each candidate's skills, knowledge and experience relevant to the needs of the Company and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position as well as the absence of any potential conflict of interests;

- (e) Make recommendations to the Board concerning the re-election by shareholders of directors in accordance with the retirement provisions in the company's constitution, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required, their independence and the need for progressive refreshing of the Board;
- (f) Make recommendations to the Board concerning the designation of directors (excluding the CEO) as Class I, Class II and Class III directors and any re-designation of directors from one class to another;
- (g) Review the qualifications of candidates for the Board nominated by the Company's shareholders, and recommend to the Board whether the nomination should be supported by the Board;
- (h) Recommend to the Board the appointment and, if considered necessary or advisable, the removal of the Chair of the Board;
- (i) Make recommendations to the Board concerning the membership of the Audit and Remuneration committees, and any other Board committees as appropriate, in consultation with the Chair of those committees and the Chair of the Board;
- (j) Regularly review the size, structure, composition (including skills, knowledge, experience and diversity) and functioning of the Board and Board committees and make recommendations to the Board with regard to any changes;
- (k) If required, review the qualifications of and recommend to the Board, potential candidates for the position of CEO, CFO and company secretary;
- (l) Monitor the effectiveness of the Company's Workplace Diversity Policy and review and make recommendations the Board concerning updates to this policy;

Corporate Governance

- (m) Develop and recommend to the Board a set of corporate governance principles and review and recommend changes to these principles, as necessary;
- (n) Review and recommend to the Board the Company's annual Corporate Governance Statement;
- (o) Periodically review the charters of the Board's committees for consistency with regulatory requirements and corporate governance principles;
- (p) Periodically report to the Board with respect to significant legal, regulatory and governance developments;
- (q) Review and make recommendations to the Board regarding matters expected to arise in connection with the Annual General Meeting and any other general meeting, including the conduct of the meeting and matters to be proposed for shareholder approval by the Company or its shareholders;
- (r) Review the positions and roles held by or offered to Board members and senior executives of the Company to assess the ability of Board members to commit sufficient time and attention to the activities of the Company;

- (s) Regularly review the time required from non-executive directors to fulfil their duties and assess through the annual evaluation process whether each non-executive director is able to do so;
- (t) Periodically review and assess the channels through which the Board receives information, and the quality and timeliness of information received;
- (u) Periodically evaluate and report to the Board on the induction, education, development and training program for the Board;
- (v) Assess and make recommendations to the Board in relation to, the independence of non-executive directors on appointment, annually and when any new interests or relationships are disclosed by a non-executive director;

Board and Director Performance Evaluation

- (w) Make recommendations to the Board concerning the development and implementation of a process for evaluating the performance of the Board, its committees and non-executive directors;
- (x) Annually evaluate the performance of the Committee, and the adequacy of the Committee's charter and report the results of the evaluation to the Board and recommend any changes it considers necessary to the Board for approval;
- (y) Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate;

Non-executive Director Compensation, Share Accumulation and Expenses

- (z) Review and make recommendations to the Board regarding the remuneration framework and related compensation plans for non-executive directors;
- (aa) Review, approve and report to the Board regarding the operation and monitoring of non-executive directors' holding under the Board Share Accumulation Guidelines; and
- (bb) Periodically review the policies for authorising expenses from non-executive directors and the CEO and the Board tax equalization policy.

7. External advisors

The Committee shall have the authority to retain, at the Company's expense, such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including sole authority to retain and terminate any search firm used to identify Board candidates, and to approve the search firm's fees and other retention terms.

8. Reporting Responsibilities

8.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities at the first scheduled meeting of the Board directly following the meeting of the Committee.

8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Approved 7 August 2020