

**ARMSTRONG WORLD INDUSTRIES, INC.
NOMINATING, GOVERNANCE AND
SOCIAL RESPONSIBILITY COMMITTEE
CHARTER**

I. Purpose

The purpose of the Nominating, Governance and Social Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of Armstrong World Industries, Inc. (the “Company”) is:

1. To engage in succession planning for the Board; assist the Board in defining and assessing criteria and qualifications for Board membership; identify, evaluate and recommend to the Board individuals for election to the Board at the Company’s next annual meeting of shareholders consistent with the qualifications and criteria approved by the Board.
2. To advise the Board with respect to Board composition, procedures and committees, and to oversees the corporate governance structures and processes of the Company in order to assist the Board in organizing itself to discharge its duties and responsibilities properly and effectively.
3. To review and approve all transactions “with related persons” and “related party transactions”.
4. To assist the Board in establishing the Company’s overall philosophy and policies concerning corporate governance, and reviews and revises the Company’s Corporate Governance Principles and amendments thereto in accordance with applicable laws, rules and regulations, New York Stock Exchange (“NYSE”) listing standards and good governance practices.
5. To oversee the evaluation of performance of: (i) the Board, (ii) each committee of the Board, and (iii) individual directors.
6. To oversee the Corporate Social Responsibility and environmental, social and governance (“ESG”) strategies, structures, programs, and performance of the Company.
7. To review and make recommendations to the Board regarding the Company's response to shareholder proposals other than shareholder proposals relating solely to the Company's compensation practices.
8. To have such authority and perform such other duties and responsibilities enumerated in and consistent with this Charter or as otherwise delegated it to it by the Board.

II. Authority

The Committee receives its authority and its assignments from the Board, except in matters where the Committee’s authority is derived by applicable laws, rules

and regulations or the NYSE listing standards, if to the extent applicable. The Committee has responsibility to evaluate the qualifications of, and recommend to the Board, director candidates for election or re-election, to monitor and recommend changes in the corporate governance structures and processes of the Company; and review and approve related party transactions involving directors, officers and other persons. The Committee shall have direct access to the Company's management and employees. The Committee shall have sole authority to retain and terminate a search firm to assist it in identifying director candidates, including sole authority to approve the search firm's fees and other engagement terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain other advisors and to approve such other advisors' fees and other engagement terms. The search firm and the Committee's other advisors are directly accountable to the Committee. The Committee may contractually bind the Company; commit the Company to pay for services, expenses, or other costs; and retain, at the Company's expense, special legal, consulting and other experts, all as the Committee deems necessary in the performance of its duties. The Company will provide appropriate funding, as determined by the Committee, for its expenses and for payment of compensation to any search firm or other advisors it determines necessary to carry out its duties.

III. Composition

1. The Committee shall be comprised of at least three directors, each of whom shall meet the requirements for an "independent director" under applicable NYSE listing standards, the Company's Bylaws and the Company's Corporate Governance Principles, and shall possess qualifications which meet all applicable eligibility requirements as may be set by applicable laws, rules and regulations or NYSE listing standards and the Board from time to time. The Board, in consultation with the Committee, shall make the determination on the independence of each member.
2. Committee members and the chair of the Committee ("Chair") shall be recommended by the Committee and appointed by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. A member of the Committee may be removed by majority vote of the Board. The terms of Committee members shall be arranged to maintain continuity to the extent practicable.
3. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee and set the agenda for each Committee meeting.

IV. Meetings

1. The Committee shall meet at least four times per year on a schedule adopted by the Committee, and as many additional times as the Committee deems necessary. The Chairman of the Board, the Chair or any two other members of the Committee may call a special meeting in the manner prescribed by the Bylaws of the Company for a special meeting of the Board. The Chair may request members of

management and other persons to be present at meetings. The Committee may meet in executive session and privately with Company executives to discuss any matters that the Committee believes should be discussed.

2. The Chairman of the Board and other directors shall receive notice of meetings and may attend. However, only members of the Committee shall have a vote in actions of the Committee and the Committee may meet privately in executive session. The Committee shall solicit the views of the Chairman of the Board in appropriate matters. The Chair (or in his or her absence, a member designated by the Chair) shall report to the Board at the Board's next meeting on significant matters addressed, discussed and/or approved by the Committee.
3. The votes of any member who is subsequently determined to have been erroneously considered qualified for service shall be ignored in considering the validity of any action taken by the Committee.
4. The Committee may request any director and any member of management to advise or assist in aspects of the Committee's business, provided the same is consistent with applicable legal requirements. The Committee may designate sub-committees comprised of its members and/or other directors to make recommendations on specific matters.

V. Minutes

Minutes of meetings shall be prepared at the direction of the Chair and made available to Committee members and all other directors. Copies are to be made available to the Company's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and General Counsel.

VI. Scope of Responsibilities and Duties

The following duties and responsibilities are within the scope of authority of the Committee and the Committee shall, consistent with and subject to applicable laws, rules and regulations and NYSE listing standards:

1. Review of Documents and Governance Structures and Processes

- Review and reassess the adequacy of this Charter, the Company's Bylaws, and the Company's Corporate Governance Principles on an annual basis, submit proposed changes to the Board for approval, and publish such documents as required by applicable laws, rules and regulations or NYSE listing standards.
- Monitor and review evolving corporate governance trends and best practices.
- Recommend changes in the organization, character, activities and the workings and governance of the Board that will further its performance and development.
- As considered necessary by the Committee, review Company policies and procedures related to the Committee's responsibilities.

- Review the Company’s Shareholder Rights Plan, if applicable, periodically, and at least annually, to determine whether such plan and its provisions are in the best interest of the Company and its shareholders, and report to the Board the Committee’s determinations and recommendations based on such review.
- Lead the Board in an annual evaluation to, among other reasons, determine whether the Board is functioning effectively and in compliance with the Company’s Corporate Governance Principles.
- Consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.
- Review and approve all “transactions with related persons” as identified in Item 404 of the Securities and Exchange Commission's Regulation S-K (“Item 404”), involving directors, director nominees, executive officers or others as required by the Company’s Corporate Governance Principles or NYSE listing standards; provided, however, that the Chair may approve all such transactions where the amount involved is less than the threshold specified by Item 404(a) without consent of the Committee and the material details of each such matter shall be disclosed to the Committee at its next meeting.

2. Meetings and Schedules

- Coordinate with other standing committees to plan regular meeting schedules and core agendas.
- Recommend Board and committees meeting schedules and review core agendas.

3. Board and Committee Members

- Evaluate qualifications of proposed members and chairs of Board committees against relevant criteria.
- In consultation with the Chairman of the Board, make recommendations to the Board regarding the structure, composition, and chair of Board committees.
- Consider the contributions, qualifications, and independence of directors eligible for re-election, and determine their willingness and suitability to serve another term.
- Assist the Board in defining and assessing criteria and qualifications for Board membership and for director candidates to fill current or prospective vacancies on the Board.
- Suggest, screen and interview candidates for vacancies on the Board, including, without limitation, director candidates recommended by shareholders, in accordance with the Company’s Bylaws and the Corporate Governance Principles.

- Recommend director candidates to the Board for nomination and election by the shareholders or appointment by the Board and provide the Committee's assessment of their independence and other relevant qualifications.
- Retain and discharge consultants engaged in director search activities, evaluation of Board and committee compensation, or other relevant services, and approve such firms' fees and other retention terms.
- Review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.

4. Director Education and Orientation

- Review and recommend materials, educational programming, and continuing education guidelines to the directors.
- Oversee the Company's director orientation and continuing education program.
- Oversee director visits to Company facilities intended to expand directors' knowledge of the Company.

5. Effectiveness Evaluation of Directors, Committees and Board

- Approve criteria and processes for evaluating the effectiveness of directors, the Board, and its committees.
- Approve the annual Director and Officer's, and Independence Questionnaires intended to solicit information relevant to the Company's disclosure obligations as well as the independence and qualifications of directors.
- Oversee the annual performance evaluations of the Board and its committees.
- Through the Chair, lead the Board and its committees in discussing the evaluations of effectiveness.
- Annually evaluate performance of Committee responsibilities.
- Review plans for the development, retention, and succession of directors of the Company.
- Review and recommend to the Board director independence determinations made with respect to continuing and prospective directors.
- Review periodically the size of the Board and recommend to the Board any appropriate changes.

6. Corporate Social Responsibility

- Oversee the Company's Corporate Social Responsibility program, including its ESG initiatives.

- Review and assess the Company's strategies, structures, policies, practices and performance under its Corporate Social Responsibility program, including, without limitation, initiatives focused on environmental, social and governance objectives, as well as the standards and metrics used by the Company to assess its progress and performance against such objectives.
- Periodically review and assess the Company's external communications, disclosures, and reporting practices under its Corporate Social Responsibility program, including shareholder outreach initiatives, periodic sustainability reporting and Company website disclosures.

7. Other

- Review and recommend to the Board whether to accept a director's offer to tender such director's resignation upon a substantial change in the director's business, employment or professional position or title or, with respect to any director who is an employee of the Company, whether to accept a director's resignation upon such director's retirement, resignation or termination of employment.
- Review and recommend to the Board whether to accept a director's tender of resignation upon the occurrence of a "Majority Vote Withheld" as specified in the Company's Corporate Governance Principles.
- Evaluate and recommend, on a regular or as needed basis at least annually, for Board adoption, Board, and committee compensation for non-employee directors.
- Review and approve any liability insurance programs or policies pertaining to the Board and/or the Company's officers, including any amendments to or renewals thereof.
- Receive updates from management at least annually regarding the Company's liaison, if any, with federal, state, and local governments concerning legislation, regulation and government purchasing.
- Perform any other activities consistent with this Charter, the Company's Bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.