

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

**I. Purpose**

1. The Nominating and Governance Committee (“Committee”) of the Board of Directors (“Board”) of Armstrong World Industries, Inc. (“Company”) establishes qualification criteria for candidates to fill vacancies on the Board, identifies and evaluates prospective Board members, recommends to the Board individuals qualified to serve as directors of the Company, advises the Board with respect to composition, procedures and committees, oversees the corporate governance structures and processes of the Company, reviews and approves all related party transactions, and recommends to the Board a set of corporate governance principles (“Corporate Governance Principles”).
2. The Committee establishes the Company’s overall philosophy and policies concerning corporate governance, and reviews and revises the Company’s Corporate Governance Principles in accordance with the rules and regulations of the New York Stock Exchange (the “NYSE”), legal requirements and good governance practices.
3. The Committee appoints and monitors outside advisors on governance matters and any other service providers to the Committee.
4. The Committee oversees the evaluation of: (i) the Board, (ii) each committee of the Board, and (iii) individual directors.

**II. Authority**

The Committee receives its authority and its assignments from the Board, except in matters where the Committee’s authority is derived by law or rules of the NYSE. The Committee has responsibility to establish qualification criteria for director candidates to the Board and its committees; 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’s advisors are directly accountable to the Committee. The Committee shall have direct access to the Company’s management and employees. 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 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 be an “independent director” as required by: (i) the rules and requirements of the Securities Exchange Act of 1934, as amended; (ii) the rules and regulations promulgated thereunder

by the Securities and Exchange Commission; (iii) the NYSE, subject to any phase-in rules that may be applicable, and (iv) the Company's Bylaws, and shall possess qualifications which meet all applicable eligibility requirements as may be set by law, NYSE listing standards or requirements 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.
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 law and rules and regulations promulgated by the SEC, NYSE, or any other applicable regulatory authority:

### **A. Review of Documents and Governance Structures and Processes**

1. Review and reassess the adequacy of this Charter, the Company's Bylaws, and the Corporate Governance Principles on an annual basis, submit proposed changes to the Board for approval, and publish such documents as required by law or NYSE rules.
2. Recommend changes in the organization, character, activities and the workings and governance of the Board that will further its performance and development.
3. As considered necessary by the Committee, review Company policies and procedures related to the Committee's responsibilities.
4. 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.
5. Lead the Board in an annual evaluation to, among other reasons, determine whether the Board is functioning effectively and in compliance with the Corporate Governance Principles.
6. Develop and recommend to the Board the Corporate Governance Principles, as well as any periodic amendments or updates thereto, which shall be consistent with any applicable laws, regulations and listing standards.
7. Consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.
8. Review and approve all "related party transactions" as defined by SEC Item 404 of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended ("Item 404"), involving directors, director nominees, executive officers or others as required by the Company's Corporate Governance Principles or NYSE rules; provided, however, that the Chair may approve all such transactions where the amount involved is less than the threshold specified by Item 404 without consent of the Committee and the material details of each such matter shall be disclosed to the Committee at its next meeting.

### **B. Meetings and Schedules**

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

C. Board and Committee Members

1. Evaluate qualifications of proposed members and chairs of Board committees against relevant criteria.
2. In consultation with the Chairman of the Board, make recommendations to the Board regarding the structure, composition and chair of Board committees.
3. Consider the contributions, qualifications and independence of directors eligible for re-election, and determine their willingness and suitability to serve another term.
4. Formulate criteria for director candidates to fill current or prospective vacancies on the Board, based on the Committee's analysis of what is needed to maintain a fully-effective Board.
5. Suggest, screen and interview candidates for vacancies on the Board, including, without limitation, director candidates recommended by shareholders, in accordance to the Company's Bylaws.
6. 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.
7. 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.
8. 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.

D. Director Education and Orientation

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

E. Effectiveness Evaluation of Directors, Committees and Board

1. Approve criteria and processes for evaluating the effectiveness of directors, the Board and its committees.
2. 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.
3. Oversee the annual performance evaluations of the Board and its committees.

4. Through the Chair, lead the Board and its committees in discussing the evaluations of effectiveness.
5. Annually evaluate performance of Committee responsibilities.
6. Review plans for the development, retention and succession of directors of the Company.
7. Review and recommend to the Board director independence determinations made with respect to continuing and prospective directors.
8. Review periodically the size of the Board and recommend to the Board any appropriate changes.

F. Other

1. Evaluate and recommend, on a regular or as needed basis at least annually, for Board adoption, Board and committee compensation for non-employee directors.
2. Review the Company and senior management's investor relations efforts and initiatives.
3. 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.
4. 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.
5. 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.
6. Report to the Board at its next meeting on significant results of the foregoing activities.