



## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### Purposes

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of NACCO Industries, Inc. (“NACCO”) and its subsidiaries (NACCO and its subsidiaries hereinafter referred to as the “Company”) (a) identifies individuals qualified to become members of the Company’s Board of Directors, consistent with criteria approved by the Board, (b) recommends to the Board nominees for the Board of Directors, (c) develops and recommends to the Board Corporate Governance Guidelines applicable to the Company, (d) oversees the Company’s Director education program and (e) oversees the evaluation of the Board.

### Committee Membership

**Qualifications.** The Committee will be comprised solely of Directors of the Company. Each Committee member must satisfy the applicable independence requirements set forth in the rules of the New York Stock Exchange and other applicable law.

**Appointment and Removal.** The Board of Directors will appoint Committee members and will appoint a Chair of the Committee from among the Committee members. Each Committee member and Committee Chair will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a member of the Board of Directors.

### Duties and Responsibilities

The duties and responsibilities of the Committee will include the following:

1. Recommend New Director Candidates to the Board. The Committee will identify individuals qualified to become members of the Board of Directors, and recommend candidates to fill new or vacant Board positions. In recommending candidates, the Committee will consider such factors as it deems appropriate, consistent with criteria approved by the Board and the Company’s Corporate Governance Guidelines. The Committee will also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company, and review and evaluate any nominations by stockholders of any candidates to the Board or, to the extent necessary, the right of any stockholder to make such a nomination.
2. Evaluate Incumbent Directors and Make Recommendations Regarding Nominations to the Board. The Committee will evaluate and report to the Board of Directors whether an incumbent director should continue to serve as a director and recommend nomination for re-election to the Board, as appropriate.
3. Evaluate Director Independence. The Committee will conduct an annual evaluation of each Director’s independence according to the applicable independence requirements set forth in the rules of the New York Stock Exchange and other

applicable law, and will present its evaluations to the Board to make a determination on each Director's independence.

4. Review Director Resignations. The Committee will review any director resignation letter tendered and evaluate and recommend to the Board whether such resignation should be accepted.
5. Recommend the Creation or Modification of Committees to the Board. The Company will evaluate the need for a new standing committee or whether a current standing committee should be modified. The Committee will recommend to the Board of Directors the creation of a new standing committee or the modification of a current standing committee.
6. Evaluate Committee Structure and Make Recommendations Regarding Committee Members, Committee Chairs and Other Director Roles to the Board. The Committee will review the Board's committee structure and composition and make recommendations to the Board of Directors regarding candidates for appointment to the Company's standing committees and chairs of such committees, as well as the appointment of Directors to other roles on the Board of Directors.
7. Review and Make Recommendations Regarding the Size and Leadership Structure of the Board. The Committee shall periodically review and make recommendations to the Board regarding the size and leadership structure of the Board.
8. Develop and Review Corporate Governance Guidelines. The Committee will develop and recommend to the Board Corporate Governance Guidelines applicable to the Company. At least annually, the Committee will review those guidelines and recommend changes, as appropriate, to the Board.
9. Oversee Corporate Responsibility Programs. The Committee will review, at least annually, reports from management regarding the Company's policies, practices and performance with respect to corporate responsibility matters, including environmental, social and governance matters.
10. Review and Discuss Shareholder Votes on Governance Matters with the Board. The Committee will review and discuss with the Board the Company's engagement with and responsiveness to shareholder votes on governance matters.
11. Oversee Director Orientation and Education Program. The Committee shall oversee a Company orientation program for new directors. The Committee will oversee the presentation by management and professional advisors of timely and periodic education for the Directors on topics that are relevant to the duties and responsibilities of the Directors. The Committee shall periodically review these programs and update them as necessary.
12. Oversee Evaluations of the Board of Directors and Management. The Committee will oversee the evaluation of the Board of Directors and the officers of the Company in accordance with the Company's Corporate Governance Guidelines.
13. Board Reports. At least annually, the Committee will report its activities to the Board of Directors in such manner and at such time as the Committee or the Board deems

appropriate. This report will include the Committee's assessment of the Board's performance and procedures.

14. Other Delegated Duties or Responsibilities. The Committee will perform any other duties or responsibilities delegated to the Committee by the Board of Directors from time to time.

## **Meetings**

The Committee will meet as frequently as necessary, but not less than once per year, in person, telephonically or by any other interactive means to carry out its responsibilities under this Charter. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the members of the Committee will constitute a quorum at any meeting, and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the Committee, unless a greater number is required by law, the Company's Certificate of Incorporation or its By-Laws. The Committee may also take any action permitted hereunder by unanimous written consent. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence will not destroy the quorum for the meeting.

The Committee may request any officer or employee of the Company or the Company's outside legal counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

## **Delegation**

Consistent with applicable laws, rules and regulations, the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to one or more subcommittees of the Committee.

## **Resources and Authority**

The Committee will have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding in such amounts as the Committee deems necessary to compensate any consultants and any independent advisors retained by the Committee. The Committee will have the sole authority to retain and terminate search firms to assist in the identification of director candidates and the sole authority to approve the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

## **Annual Review**

At least annually, the Committee will (a) review this Charter with the Board of Directors and recommend changes to the Board and (b) evaluate its performance against the requirements of this Charter and report the results of such evaluation to the Board. The Committee will conduct its review and evaluation in such manner as it deems appropriate.

## **Disclosure of Charter**

Consistent with New York Stock Exchange listing requirements, this Charter is included on the Company's website and is available free of charge upon request in writing sent to the Secretary of the Company. The Company's annual report to stockholders states that this Charter is available on the Company's website and is available free of charge upon request in writing sent to the Secretary of the Company.

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