

**M.D.C. HOLDINGS, INC.**  
**RESTATED CHARTER**  
**OF THE**  
**CORPORATE GOVERNANCE/NOMINATING COMMITTEE**

The Board of Directors (the “Board”) of M.D.C. Holdings, Inc. (“MDC” or the “Company”) previously established the Corporate Governance/Nominating Committee. This Restated Charter (the “Charter”) restates the authority, responsibilities and specific duties of MDC’s Corporate Governance/Nominating Committee (the “Committee”). This Charter is to be reviewed periodically and, if appropriate, approved by the Board.

**I. Status**

The Committee is a committee of the Board.

**II. Membership**

- A. Appointment. The Committee shall consist of a minimum of three directors. Members of the Committee shall be appointed by the Board and shall serve until their successors shall be duly elected and qualified or their earlier resignation or removal. If the Board fails to designate a Chair, the members of the Committee shall designate a Chair by majority vote of the Committee membership.
- B. Qualification. Each member of the Committee shall be an “independent director” as that term is defined under the listing standards of the New York Stock Exchange (NYSE), as amended from time to time.
- C. Removal. Committee members may be removed or replaced by vote of the Board.

**III. Purposes and Responsibilities of the Committee**

The Committee shall have the following purposes and responsibilities:

- A. Corporate Governance Principles. To develop and recommend to the Board a set of corporate governance principles and codes of conduct applicable to the Company;
- B. Identification of Candidates: To identify individuals qualified to become Board members consistent with criteria approved by the Board;
- C. Director Nominees. To select or to recommend that the Board select, the director nominees for the next annual meeting of the shareholders of the Company;

- D. Evaluation of the Board and Management. To oversee the evaluation of the Board and Company management;
- E. Board Composition. To make recommendations to the full Board concerning the appropriate size and needs of the Board;
- F. Committee Composition. To recommend to the Board appointees to the Committee and to recommend removal of Committee members based on qualification standards of the NYSE and on such criteria as the Committee shall from time to time establish;
- G. Other Duties. To perform any other activities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and any stock exchange or market on which the company's securities may be listed from time to time, and perform such other activities that are consistent with this Charter, the Company's Bylaws and governing laws, as the Committee or the Board deems necessary or appropriate; and
- H. Annual Report. In the performance of its duties, the Committee shall make a report to the full Board at least annually.

#### **IV. Corporate Governance**

- A. Corporate Governance Guidelines. The Committee shall propose for consideration by the full Board a set of corporate governance guidelines, and shall, if deemed necessary by the Board, propose from time to time any amendments to such guidelines.
- B. Annual Performance Evaluation. The Committee members shall prepare an annual performance evaluation of the Committee for submission to the Board.

#### **V. Nomination of Directors**

- A. Criteria. The Committee shall lead the search for individuals qualified to become members of the Board, seeking candidates who have experience in appropriate areas and disciplines. The criteria that the Committee shall consider in selecting candidates for the Board shall include, in addition to any applicable requirements of law or of the NYSE, business experience, specific expertise, strength of character, judgment, and factors relating to the current composition of the Board (including its size and structure).
- B. Engagement of Consultants. The Committee has the sole/exclusive authority on behalf of the Company to engage and terminate any search firm used to identify candidates for nomination to the Board. This

authority shall include the sole authority to approve any such firm's fees and other retention terms.

**VI. Committee Structure and Operation**

- A. Quorum and Voting. Except as otherwise provided by this Charter or by applicable laws or regulations, as amended from time to time: (1) a majority of the members of the Committee entitled to vote, either present in person or by means of remote communication, or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the Committee, and (2) all actions of the Committee shall be by affirmative vote of a majority of those members so determined to be present or represented by proxy.
- B. Delegation Permitted. The Committee shall have full authority to delegate any of its duties under this Charter to any subcommittee formed by the Board or the Committee, provided that it is composed entirely of independent directors, or to the Chair of the Committee.
- C. Report to Board. The Committee shall report its actions and recommendations to the Board after each Committee meeting.

**VII. Website Posting Requirement**

- A. The Company shall make the Committee's Charter available on or through the Company's website. The Company must disclose in its annual proxy statement or, if it does not file an annual proxy statement, in its annual report on Form 10-K filed with the SEC that the Charter is available on or through its website and provide the website address.

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Restated by the Board of Directors as of December 10, 2018.