

## **Service Corporation International**

### **Nominating and Corporate Governance Committee Charter**

#### **Committee Mandate and Purpose**

The mandate of the Nominating and Corporate Governance Committee (the “Committee”) is to oversee the composition of the Board of Directors (the “Board”) of Service Corporation International (“SCI” or the “Company”) and its committees and to provide leadership to the Board in the development of its corporate governance principles and practices. Specific responsibilities of the Committee in fulfilling its mandate are those outlined below.

The Committee has the authority to undertake the specific duties and responsibilities as are enumerated in or consistent with this charter, and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

#### **Committee Responsibilities**

The following are the principal recurring responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Committee deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. **Corporate Governance Guidelines**

To develop Corporate Governance Guidelines and present these to the Board for discussion and approval. To regularly review, monitor and, as appropriate, update the Corporate Governance Guidelines and to ensure that SCI’s current Corporate Governance Guidelines are publicly disclosed on the Company’s website, in the Company’s proxy or by other reasonable means.

2. **Director Qualification Standards**

To develop qualification standards for Board membership, which shall be outlined in the Corporate Governance Guidelines. These shall include SCI’s principles with respect to Board independence, core competencies, terms and retirement. To regularly review, monitor and, as appropriate, update the director qualification standards. To make recommendations to the Board concerning findings of independence of individual Board members. To review the independence of SCI’s directors on an ongoing basis to ensure that Board and committee composition is consistent with these principles.

3. Director Nominations

To identify and recruit new candidates for the Board, develop a re-nomination review process for current Board members, and develop a process to review director nominees received from shareholders. Using these processes, the Committee will recommend director nominees to the Board for approval, who, if approved, will stand for election by the shareholders at the Annual Meeting. The Committee will also make recommendations to the Board to fill Board vacancies arising between Annual Meetings.

4. Committee Appointments

To make recommendations to the Board with respect to committee assignments for Board members, including the chairs for such committees. In making these recommendations, the Committee shall take into account any legal or regulatory requirements for committee service to ensure that such requirements are met. The Committee shall also consult with the Chairman of the Board and, as applicable, the Chairs of the Board committees with respect to such assignments.

Committee assignments will be reviewed annually by the Committee. If it becomes necessary to remove a Board member from a committee assignment, the Chair of the Committee and the Chairman of the Board will approach the Board member to request his or her resignation from the committee and explain the reasons for this request. If the Board member does not offer his or her resignation following this discussion, the matter will be put to a vote of the independent directors of the full Board.

5. Board and Committee Assessment

To develop and lead an annual process for self-assessment of the Board as a whole and the Board committees. To review committee structures and Board operations, generally, as part of this annual assessment process.

6. CEO and Succession Planning

To oversee the Chief Executive Officer (“CEO”) and succession planning at SCI, including the development of both short-term succession plans, including in the event of an emergency or an unexpected resignation of the CEO, and long-term succession plans, including leadership development planning. To monitor progress against long-term leadership development and succession plans, reporting to the full Board on this issue at least annually and more regularly, if appropriate. Although the Committee oversees the CEO succession planning process, the full Board participates in the ultimate selection of the CEO.

7. CEO Evaluation

To develop and lead the annual Board evaluation of the performance of the CEO. The Committee will discuss the results of the evaluation with the full Board in executive session. Once the evaluation process has been completed, the Compensation Committee will use the results to determine appropriate compensation for the CEO and will review, along with the CEO, recommendations on compensation for other SCI executives.

8. Code of Business Conduct and Ethics

To develop SCI's Code of Business Conduct and Ethics for the Board, including a process for the prompt disclosure of any waiver thereof, and present these to the Board for approval. To ensure that Codes of Conduct and Ethics are in place for officers and employees of SCI and that appropriate processes exist for the prompt disclosure of waivers of such Codes. To regularly review, monitor and, as appropriate, update, the Code of Business Conduct and Ethics for the Board and to ensure that the current Code is publicly disclosed either on the Company's website or by other reasonable means. To receive and consider reports concerning ethics and business conduct as warranted but no less than semi-annually.

9. Orientation and Continuing Director Education

In conjunction with the Chairman of the Board of SCI, to develop and regularly review a program for the orientation of new Board members so that they can quickly become sufficiently knowledgeable about SCI and its issues in order to contribute meaningfully to Board discussions and decision-making. To develop continuing education sessions for SCI directors that are practical and useful, including, as appropriate, development of a program for Board members to visit SCI sites and facilities.

10. Director Compensation

To make recommendations to the full Board with respect to SCI's directors' compensation and to regularly review and, as appropriate, recommend revisions to directors' compensation. The Committee may directly engage a consultant to evaluate director compensation or utilize the services of the compensation consultant engaged by the compensation committee of the Board to evaluate director compensation. Any compensation consultant engaged by the Committee shall report directly to the Committee, which shall have authority to approve the terms of the consultant's engagement, including fees and termination

11. Executive Sessions of the Board

At the end of every Board meeting, the Board will meet in an executive session attended only by the non-management directors without management present. The

Lead Director will chair the executive sessions. The Lead Director will also be responsible to receive and review concerns from interested parties regarding the governance of SCI.

12. Enterprise Risk Management

To meet periodically with management to discuss policies with respect to risk assessment and risk management and to review the Company's major risk exposures and the steps management has taken to monitor and control such exposures.

13. Shareholder Proposals

To review proposals received from shareholders and recommend to the Board proposed responses, including whether to include such proposals in the Company's proxy statement.

14. ESG

To oversee the Company's significant initiatives and practices with respect to environmental, social and governance practices and to report periodically to the Board on such initiatives.

15. Related Person Transactions

To review and determine whether to recommend that the Board approve or ratify any related person transaction, as defined in Item 404 of Regulation S-K requiring disclosure in the Company's annual meeting proxy.

16. Shareholder and Proxy Advisory Firm Engagement

To oversee, in conjunction with the Compensation Committee, engagement with shareholders and proxy advisory firms on executive compensation matters.

17. General

To provide oversight of SCI's corporate governance policies and practices, including disclosure of SCI's governance practices in the annual Proxy Statement. To keep abreast of best practices, regulatory changes and other developments in the area of corporate governance so as to effectively fulfill its mandate and responsibilities.

### **Committee Membership**

The Committee shall consist of three or more directors, each of whom is “independent” in accordance with the rules of the New York Stock Exchange.

### **Committee Meetings**

The Committee shall meet at the call of the Chair and such meetings may be in person or by conference call. At least a majority of the members of the Committee must be in attendance for a quorum. The Committee may also act by unanimous written consent.

### **Retention of Independent Advisors**

#### 1. Executive Recruiters

If and when needed, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify or recruit candidates for the Board or for the positions of Chairman and/or Chief Executive Officer. The Committee has sole authority to approve the search firm’s fees and other terms of the firm’s retention.

#### 2. Other Professional Advisors

If and when needed, the Committee shall retain any other external advisors it deems appropriate to provide assistance to the Committee in fulfilling its responsibilities. If management is retaining advisors to assist the Committee, such decisions must be known, and approved by the Committee in advance of such retention, including the fees and terms of the retention.

### **Modifications/Updating of this Charter and Related Documents**

The Committee may recommend to the Board from time to time any proposed changes to this charter, to SCI’s Corporate Governance Guidelines and to SCI’s Code of Business Conduct and Ethics.

Last Updated: November 14, 2019