



**LENNAR CORPORATION  
NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE CHARTER**

**Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) of Lennar Corporation (the “Company”) is appointed by the Company’s Board of Directors (the “Board”). Its primary functions are to:

- Identify individuals qualified to fill vacancies or newly created positions on the Board in accordance with the criteria established by the Board, and to recommend to the Board the persons it should nominate for election as directors at the annual meetings of the Company’s stockholders;
- Develop and recommend to the Board corporate governance guidelines applicable to the Company; and
- Oversee the annual evaluation of the Board, its Committees and the Company’s management.
- Fulfill the responsibilities described below under the caption “Responsibilities and Powers”.

**Composition of the Committee**

*Qualifications.* Each Committee member shall meet the independence criteria of the rules of the New York Stock Exchange, and shall be free of any relationship that, in the opinion of the Board, may interfere with his or her exercise of independent judgment as a Committee member.

*Members.* The Committee shall consist of three or more members of the Board. The members of the Committee shall be appointed annually by the Board after considering the recommendation of the Committee.

*Removal and Replacement.* The members of the Committee may be removed or replaced, and any vacancies on the Committee may be filled, by the Board after considering the recommendation of the Committee.

**Organization**

- The Board, after considering the recommendation of the Committee, will designate a member of the Committee to be the chair of the Committee.
- The Committee may create its own rules of procedure, including rules regarding notice of meetings, but otherwise will follow the rules of procedure of the Board.
- The Committee may create subcommittees composed of one or more members to perform particular functions, either generally or in specific instances. The Committee may delegate any of its responsibilities, as it deems appropriate, to a subcommittee.

- Minutes will be kept with regard to each meeting of the Committee, which will record all actions taken by the Committee. The Committee shall report regularly to the entire Board and copies of the minutes of each meeting of the Committee will be sent promptly after the meeting to all members of the Board.

## **Responsibilities and Powers**

In order to carry out the purposes described above, the Committee will:

1. Any time the Committee is informed that the Board is considering adding a member to fill a vacancy or a newly created position, and any other time the Committee thinks the Board should consider adding a member, conduct a search for a person or persons to be added to the Board, and make recommendations to the Board as a result of the search.
2. If a majority of the votes cast in an uncontested election with regard to the re-election of a director are voted against re-election, recommend to the Board whether the Board should or should not accept the resignation of the director and, if the resignation is accepted, whether the director should be replaced or the size of the Board should be reduced.
3. Retain and terminate, in the sole discretion of the Committee, any search firm to be used to identify director candidates, with sole authority to approve the search firm's fees and other retention terms.
4. Prior to the nomination of a director for re-election, determine (i) whether the director continues to meet the director qualification standards, (ii) the specific experience, qualifications, attributes or skills relevant to whether the person should continue to serve as a director in light of the Company's business and structure, (iii) whether the director has adequate time availability considering the director's other commitments, and (iv) whether that director should be nominated for election to an additional term.
5. Recommend to the Board assignments of committee members and chairs for each committee of the Board and removal of committee members, if necessary.
6. Assist the Board in determining and monitoring whether or not each director and prospective director is an "independent director" within the meaning of any New York Stock Exchange rule, or other rule or law, applicable to the Company.
7. Periodically review and develop criteria for the selection of new directors and nominees for vacancies on the Board, including procedures for reviewing potential nominees proposed by stockholders.
8. Review with the Board the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board.
9. Establish procedures and the criteria for the Committee to oversee annual evaluations of the performance and effectiveness of the Board, Board committees and management.
10. Annually review the Corporate Governance Guidelines, and propose appropriate changes to Board.

11. Recommend to the Board policies regarding the Stock Ownership Guidelines applicable to directors and officers of the Company.
12. Oversee the orientation process for new directors and review and evaluate the process to ensure its effectiveness.
13. Review and report to the Board with regard to matters of corporate governance and director responsibility, including any significant developments in the law and practice of corporate governance and other matters relating to the duties and responsibilities of directors in general.
14. Oversee the Company's environmental, social and governance efforts and progress.
15. Conduct an annual evaluation of its own performance.
16. Conduct an annual review of this Charter and recommend to the Board any changes the Committee deems appropriate.

#### **Director Candidates Recommended by Stockholders**

- The Committee will consider any candidate recommended by a stockholder, provided that the stockholder submits a written recommendation to the Company that contains the following:
  1. The recommending stockholder's name and contact information,
  2. The candidate's name and contact information,
  3. A brief description of the candidate's background and qualifications,
  4. The reasons why the recommending stockholder believes the candidate would be well suited for the Board,
  5. A statement by the candidate that the candidate is willing and able to serve on the Board,
  6. A statement by the recommending stockholder that the candidate meets the criteria established by the Board,
  7. Any business or personal relationship of the candidate with the recommending stockholder,
  8. Any arrangements between the candidate and anyone other than the Company to compensate the candidate for seeking election to the Board or serving on the Board, and
  9. A brief description of the recommending stockholder's ownership of common stock of the Company and the term during which such shares have been held.
- In making its determination whether to recommend that the Board nominate a candidate who had been recommended by a stockholder, the Committee will consider, among other things, (a) the appropriateness of adding another director to the Board and (b) the candidate's background and qualifications.

- The Committee may conduct an independent investigation of the background and qualifications of a candidate recommended by a stockholder, and may request an interview with the candidate. The Committee will not determine whether to recommend that the Board nominate a candidate until the Committee completes what it believes to be a reasonable investigation, even if that delays the recommendation until after it is too late for the candidate to be nominated with regard to a particular meeting of stockholders.
- If the Committee determines not to recommend that the Board nominate a candidate, or the Board determines to nominate or not to nominate a candidate, the Committee will notify the recommending stockholder and the candidate of the determination.

Approved by the Board of Directors on June 22, 2022