

**CHARTER OF THE NOMINATING AND  
CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
NATIONSTAR MORTGAGE HOLDINGS INC.**

**Amended and Restated as of December 11, 2014**

---

**I. PURPOSE OF THE COMMITTEE**

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Nationstar Mortgage Holdings Inc. (the “Company”) shall be to (i) identify and recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; (ii) advise the Board with respect to the Board composition, procedures and committees; (iii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and maintain and update such guidelines, as appropriate; (iv) review, approve or ratify related party transactions and other matters which may pose conflicts of interest; and (v) oversee the evaluation of the Board and the Company’s management. The Board may amend or terminate this Charter at any time.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of two or more directors as determined from time to time by the Board, each of whom the Board has determined has no material relationship with the Company and each of whom otherwise qualifies as an “independent” director (“Independent Directors”) under the listing standards of the New York Stock Exchange (the “NYSE”).

The members of the Committee, including the chairperson of the Committee (the “Chairman”), shall be designated by the Board, *provided* that if the Board does not so designate a Chairman, the members of the Committee, by a majority vote, may designate a Chairman.

Any vacancy on the Committee shall be filled by the Board in accordance with the terms of the Company’s certificate of incorporation and bylaws, as have been and may, from time to time, be amended and/or restated (the “Certificate of Incorporation” and “Bylaws,” respectively). No member of the Committee shall be removed except by the Board in accordance with the terms of the Company’s Certificate of Incorporation and Bylaws.

**III. PROCEDURES AND MEETINGS OF THE COMMITTEE**

Except as otherwise provided herein or by law, the Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter and which may be fixed orally and modified from time to time as the Committee deems appropriate.

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Chairman of the Committee or a majority of the members of the Committee may call a special meeting of the Committee. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee shall constitute a quorum, unless the Committee has only two members, in which case a quorum shall be two members. All decisions and determinations of the Committee shall be made by a majority vote (or where only two members are present, by unanimous vote) of the members of the Committee present in person at a meeting duly called and held or participating in such a meeting by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

Following each of its meetings, the Committee shall deliver an oral report on the meeting to the Board at the Board meeting next following such Committee meeting, including a description of actions taken by the Committee at the meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board. All Committee minutes shall be included in the books and records of the Company.

#### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

##### **A. *Board Candidates and Nominees***

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(1) To assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, consistent with criteria approved by the Board, including as a result of the removal, resignation or retirement of any director, an increase in the size of the Board or otherwise. The Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates and shall also review any candidate recommended or nominated by stockholders in light of the Committee's criteria for selection of new directors, as well as requirements under the Certificate of Incorporation, the Bylaws and any applicable law;

(2) To conduct, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with the independence and other qualification requirements established by the Committee;

(3) To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Certificate of Incorporation, the Bylaws and any applicable law which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time and with the Company's obligations under any agreement(s) entered into with stockholders granting to such stockholders the right to nominate directors to the Board;

(4) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including, but not limited to, an employment change or accepting an invitation to serve on another board of

directors (other than accepting a re-nomination on a board of directors on which the director already serves), and to recommend whether or not the director should be re-nominated.

**B. *Board Composition and Procedures***

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

(1) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of Independent Directors required by the NYSE;

(2) To review periodically the size of the Board and to recommend to the Board any appropriate changes subject to the provisions of the Certificate of Incorporation and Bylaws of the Company;

(3) To make recommendations, if it deems appropriate, on the frequency and structure of Board meetings; and

(4) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including, but not limited to, procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance guideline.

All reviews and recommendations may take the form of an oral communication by the Committee to the Board.

**C. *Board Committees***

The Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:

(1) After consultation with the Chairman and Chief Executive Officer and after taking into account the experiences and expertise of individual directors, to make recommendations to the Board regarding the size, composition, structure and operations of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee;

(2) To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

(3) To review annually committee assignments and the policies (if any) with respect to the removal of committee members and the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board; and

(4) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that

may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

All reviews and recommendations may take the form of an oral communication by the Committee to the Board.

#### **D. *Corporate Governance***

The Committee shall have the following duties and responsibilities with respect to corporate governance:

(1) To develop and recommend to the Board a set of corporate governance guidelines for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance guidelines developed and recommended by the Committee shall address the following:

- (i) Director qualification standards;
- (ii) Size, composition and responsibilities, including oversight of, and consultation with, management, of the Board and its committees;
- (iii) Director access to management and, as necessary and appropriate, independent advisors;
- (iv) Director compensation, including guidelines for determining the form and amount of director compensation, and for reviewing those guidelines, as appropriate;
- (v) Director orientation and continuing education;
- (vi) Management's short- and long-term leadership development and succession plans and processes, including temporary delegations of authority to the Chief Executive Officer and other executive officers in emergency circumstances; and
- (vii) Annual performance evaluation of the Board;

(2) To review periodically, and at least annually, the corporate governance guidelines adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the NYSE and recommend any desirable changes to the Board;

(3) To consider any other corporate governance issues that arise from time to time and to develop appropriate recommendations for the Board; and

(4) To assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.

All recommendations may take the form of an oral communication by the Committee to the Board.

**E. *Evaluation of the Board***

The Committee shall be responsible for overseeing the evaluation of the Board as a whole. The Committee shall establish procedures to allow it to exercise this oversight function in any manner it deems appropriate.

**F. *Conflicts***

The Committee shall be responsible for reviewing and approving in advance (or ratifying, as the case may be) any related party transactions, other than related party transactions which are pre-approved pursuant to pre-approval guidelines or rules established by the Committee or the Board to cover specific categories of transactions or are required to be approved by any agreement the Company may enter into from time to time. In addition, the Committee shall have the authority to establish pre-approval guidelines or rules covering specific categories of transactions, which guidelines and rules the Committee shall review, evaluate and update, as appropriate, from time to time.

The Committee shall be responsible for reviewing the results of any review of the Company's independent auditors of the Company's policies relating to the ethical handling of conflicts of interest and review of past or proposed transactions between the Company and members of management as well as policies and procedures with respect to officers' expense accounts and perquisites, including the use of corporate assets, when the results of such reviews are reported to the Audit & Risk Committee.

**G. *Other Duties and Responsibilities***

The Committee shall have the following duties and responsibilities:

- (1) To oversee and review the Company's processes for providing information to the Board and to assess the channels through which the Board receives information and the quality and timeliness of the information received;
- (2) To review executive officer and director indemnification and insurance matters;
- (3) To review periodic reports from management regarding the Company's liaison with federal, state and local governments concerning legislation, regulation and government purchasing;
- (4) To carry out such other duties and responsibilities that may be delegated to it by the Board from time to time; and
- (5) To report to the Board any significant results of the foregoing activities.

## **V. DELEGATION OF AUTHORITY**

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that each subcommittee shall be comprised entirely of one or more Independent Directors; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

## **VI. EVALUATION OF THE COMMITTEE**

The Committee shall evaluate its performance on an annual basis. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate to the Board. The Committee shall address such matters that the Committee considers relevant to its performance and in such manner as the Committee deems appropriate, which such matters may, but need not, include the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## **VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS**

In performing its duties and responsibilities, the Committee shall have full access to any relevant records of the Company, shall be entitled to rely on the advice, reports and opinions of management, counsel, accountants, the internal auditor, internal audit service providers, independent auditors and other experts and advisors. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to select, retain, terminate and approve the fees and other retention terms of any search firm to be used to identify director candidates, and any special or independent counsel or other outside experts and advisors (including consultants), as it deems appropriate. The Committee shall receive appropriate funding, as determined by the Committee, from the Company to pay any fees incurred in selecting or retaining any outside counsel, experts or advisors (including consultants). The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee. The Committee shall not be required to implement or act consistently with the advice or recommendations of its outside experts or advisors and the authority granted in the Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

\* \* \*