

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER
OF
LGI HOMES, INC.**

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of LGI Homes, Inc. (the “Company”) is to (i) identify, evaluate and recommend individuals qualified to become members of the Board, consistent with criteria approved by the Board, and to select, or recommend that the Board select, the director nominees for either appointment to the Board or to stand for election at each annual meeting of stockholders, (ii) recommend directors to serve on the Board’s committees, (iii) oversee the evaluation of the Board, (iv) conduct an annual performance evaluation of the Board’s committees, and (v) take responsibility for other governance or compliance-related issues as the Board may direct.

The Board is committed to a policy of inclusiveness and diversity. The Board believes members of the Board should be persons with diverse skills, expertise, backgrounds and experiences including, without limitation, in the following areas: management or board experience in a wide variety of enterprises and organizations; finance, capital markets; accounting; legal and regulatory; real estate, including homebuilding, commercial and land development; sales and marketing; and operations.

Composition of Committee

The Committee shall be comprised of three or more directors, each of whom (i) meets the NASDAQ listing standards independence requirements, and (ii) qualifies as “independent” under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “Exchange Act”). Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Members of the Committee shall be appointed by the Board, serve for such terms as the Board may determine and may be removed at the Board’s discretion.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice a year. The Board shall designate one member of the Committee to serve as its chair. The Committee may delegate any of its responsibilities to the Chair, another Committee member or a subcommittee of Committee members, unless prohibited by law, regulation or NASDAQ listing standard.

The Committee will meet periodically in executive session without management. The Committee will report its activities to the Board on a regular basis and make such recommendations with respect to its responsibilities and other matters as the Committee deems necessary or appropriate.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

External Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its outside counsel and other advisors.

Duties and Responsibilities

The Committee shall:

1. Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
2. Identify individuals that the Committee believes are qualified to become Board members in accordance with the Nominating Criteria set forth below, and to select, or to recommend that the Board select, the director nominees for either appointment to the Board or to stand for election at each annual meeting of stockholders of the Company in which directors will be elected.
3. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members in accordance with the Nominating Criteria set forth below, and recommend such person or persons for appointment to the Board.
4. Identify Board members qualified to fill any vacancy on a standing committee of the Board in accordance with the Nominating Criteria set forth below, and recommend nominees to the Board for appointment to any such committee.
5. Assess the performance of incumbent directors, and consider attendance, participation and other relevant factors in determining whether to nominate such directors for reelection.
6. Review and evaluate all stockholder nominees for director in accordance with the Nominating Criteria set forth below.
7. Develop and recommend to the Board standards to be applied in making determinations of the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.
8. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any

changes to the Board, and to oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the other documents and policies in the Company's corporate governance framework.

9. Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
10. Develop, subject to approval by the Board, a process for an annual performance evaluation of the Board and its committees and oversee this annual performance evaluation.
11. Conduct an annual performance evaluation of the Committee of its duties under this Charter and present the results of the evaluation to the Board.
12. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
13. Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board.

Nominating Criteria

In evaluating candidates for nomination to the Board, the Committee shall take into account the applicable requirements for directors under the Exchange Act and the NASDAQ listing standards. The Committee may take into consideration such other factors and criteria as it deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity, and business or other experience. The Committee may but is not required to consider candidates suggested by management or other members of the Board.

In evaluating candidates for nomination to committees of the Board, the Committee shall take into account the applicable requirements for members of committees of boards of directors under the Exchange Act and the NASDAQ listing standards. The Committee also shall take into consideration the factors and requirements set forth in the charter of such committee, if any. The Committee may take into consideration such other factors or criteria that the Committee deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity, and business or other experience.

Powers of the Committee

The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes, engage external advisors and carry out its duties and responsibilities as set forth in this Charter.