

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS OF
BRIGHTVIEW HOLDINGS, INC.**

Effective as of May 21, 2019

PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of BrightView Holdings, Inc. (the “Company”) shall provide assistance to the Board by, among other things:

- A. Identifying individuals qualified to become directors, consistent with the criteria approved by the Board and selecting, or recommending that the Board select, the director nominees for the next annual meeting of stockholders or to fill vacancies or newly created directorships that may occur between such meetings;
- B. Overseeing a set of corporate governance principles applicable to the Company and developing and recommending to the Board any changes thereto;
- C. Overseeing the evaluation of the Board and management;
- D. Recommending members of the Board to serve on committees of the Board and evaluating the operations and performance of such committees; and
- E. Otherwise taking a leadership role in shaping the corporate governance of the Company.

STRUCTURE AND OPERATIONS

Composition, Qualifications and Voting

The Committee shall be comprised of no fewer than two members of the Board, and, subject to an election by the Company to rely on the exemption available to “controlled companies” and the applicable transition periods, each member of the Committee shall be determined by the Board to be “independent” under the applicable rules of the New York Stock Exchange (“NYSE”) and any other eligibility requirements that may be set forth from time to time pursuant to applicable law, including the rules of the Securities and Exchange Commission (“SEC”). Each member of the Committee shall have one vote on all matters.

Appointment and Removal

The members of the Committee shall be appointed by the Board and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a resolution of the Board.

Chairperson

Unless a chairperson of the Committee (the “Chairperson”) is selected by the Board, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible to set the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

Delegation

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

MEETINGS

The Committee shall meet as frequently as circumstances dictate. Any member of the Board may call meetings of the Committee. Unless otherwise restricted by the Company’s certificate of incorporation or bylaws, all meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by the Company’s certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

All non-management members of the Board that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any member of the Board, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Unless otherwise agreed to by all members of the Committee, a majority of the members of the Committee shall constitute a quorum to take action at any meeting of the Committee and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in the Purpose section of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain, obtain the advice of and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee,

for payment of reasonable compensation to any consultant, outside counsel or other expert retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

Board Selection, Composition and Evaluation:

1. Establish criteria for the selection of new directors to serve on the Board.
2. Subject to paragraph 13 below, identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include (a) minimum individual qualifications, including strength of character, mature judgment, familiarity with the Company's business and industry, independence of thought and an ability to work collegially and (b) all other factors it considers appropriate, which may include age, gender and ethnic and racial background, existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, various and relevant career experience, relevant technical skills, relevant business or government acumen, financial and accounting background, executive compensation background and the size, composition and combined expertise of the existing Board. The Committee also may consider the extent to which the candidate would fill a present need on the Board.
3. Review and make recommendations to the full Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to the retirement of members of the Board, including term limits or age limits, as well as the performance of such directors.
4. Evaluate candidates for nomination to the Board, including those recommended by stockholders on a substantially similar basis as it considers other nominees. In that connection, the Committee shall adopt procedures for the submission of recommendations by stockholders as it deems appropriate.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
6. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
7. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.

8. Oversee the evaluation of the Board and its committees.

Committee Selection, Composition and Evaluation:

9. Recommend members of the Board to serve on the committees of the Board giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
10. Recommend members of the Board to serve as the chairpersons of the committees of the Board.
11. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board.
12. Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board.

Implementation of Provisions of Stockholders Agreement:

13. To the extent there is a stockholders agreement to which the Company is a party (as such may be amended from time to time) that governs the composition of the Company's Board, the Committee shall act appropriately to nominate individuals to serve as directors of the Board, to fill vacancies on the Board and to comply with such other matters as may be specified in such agreement, in each case, in accordance with such stockholders agreement.

Corporate Governance/Management Evaluation:

14. Review the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board, as conditions dictate, proposed amendments to the certificate of incorporation and by-laws.
15. Oversee a set of corporate governance principles to be included in the Company's Corporate Governance Guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to recommend to the Board changes to the Company's Corporate Governance Guidelines in light of such developments as may be appropriate.
16. Review policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

17. Oversee the evaluation of management by ensuring that such evaluation is conducted in accordance with procedures established by the Compensation Committee of the Board.

Director Education/Executive Sessions

18. Oversee the director orientation and continuing education of all directors in light of the guidelines set forth in Company's Corporate Governance Guidelines.
19. Ensure that executive sessions are being held in accordance with the guidelines set forth in the Company's Corporate Governance Guidelines.

Reports:

20. Report regularly to the Board including:
 - (i) following meetings of the Committee;
 - (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities; and
 - (iii) with respect to such recommendations as the Committee may deem appropriate.

The report to the Board may take the form of an oral report by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make such report.

21. Maintain minutes or other records of meetings and activities of the Committee.

ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess on a periodic basis the adequacy of this Charter and report to the Board such recommendations as the Committee may deem appropriate with respect to any modifications hereto. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate. Notwithstanding anything to the contrary herein, the Committee may choose to forgo an annual evaluation of itself pursuant to the exemption provided to "controlled companies" under the rules of the NYSE for so long as the Company remains a controlled company.

Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.