

**CHARTER OF THE NOMINATING AND
GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS OF
SKYLINE CHAMPION CORPORATION**

The Board of Directors (the “Board”) of Skyline Champion Corporation (the “Company”) has formed the Governance and Nominating Committee (the “Committee”) and has determined that the Committee shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board hereby adopts this charter (this “Charter”) to establish the governing principles of the Committee.

I. GENERAL STATEMENT OF PURPOSE

The primary functions of the Committee are to (a) assist the Board in identifying individuals qualified to be Directors, consistent with criteria approved by the Board (b) recommend Director nominees to the Board for the next meeting of stockholders at which Directors will be elected or to fill vacancies or newly created directorships (c) overseeing the evaluation of the Board, its committees and management, and (d) developing and implementing sound corporate governance practices.

II. COMMITTEE COMPOSITION

The Committee shall be appointed by the Board and shall be comprised of not less than three (3) Directors.

Members of the Committee shall be appointed annually by the Board or until the earlier of his or her death, resignation or removal with or without cause by the Board. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring, for whatever reason, may be filled by the Board.

III. MEETINGS

The Committee shall hold regularly scheduled meetings and shall hold special meetings as often as it deems appropriate. Written notice of such meeting shall be provided at least twenty-four (24) hours in advance. A member of the Nominating and Governance Committee may waive notice of any meeting before or after the date and time of the meeting stated in the notice by a written waiver signed by such member and filed with the minutes or corporate records. A member’s attendance at or participation in a Nominating and Governance Committee meeting shall constitute a waiver of notice of such meeting and assent to any corporate action taken at such meeting, unless the member at the beginning of such meeting (or promptly upon his or her arrival) objects to the holding of or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Such meetings shall be held in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a

vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent, which may be transmitted electronically.

IV. COMMITTEE RESPONSIBILITIES

The Committee's responsibilities shall be to:

- Identify qualified candidates for the Board, evaluate candidates, and recommend to the Board the candidates to be nominated for election by stockholders, consistent with the criteria set forth in the Company's corporate governance guidelines.
- Establish criteria for the selection of new directors to serve on the Board and review from time to time the skills and characteristics necessary and appropriate for Directors in the context of the Board's current composition, including such factors as business experience, diversity, and knowledge of the Company's industries in particular, along with any other skills that would enhance the Board's effectiveness, and recommend to the Board for its consideration and approval such criteria for prospective Director candidates as the Committee deems necessary or advisable.
- Establish and periodically review a policy under which stockholders of the Company may recommend a candidate to the Committee for consideration for nomination as a Director.
- If a vacancy or newly created seat on the Board or any Board committee occurs, identify and recommend to the Board qualified candidates to fill such vacancy or new seat.
- Review from time to time the Board's committee structure, including the functions, duties and composition of the Board's committees, and recommend to the Board for its approval Directors to serve as members of each committee.
- Review at least annually management succession and practices and report on such review to the Board.
- Oversee new director orientation and continuing education for existing directors on a periodic basis.
- Develop and recommend to the Board for its consideration and approval an annual self-evaluation process of the Board and its committees, and oversee this annual self-evaluation process, as well as evaluate the Committee's performance and report the results to the Board.
- Develop and recommend to the Board for its consideration and approval a set of corporate governance guidelines. The Committee shall review these guidelines regularly, and at least annually, and recommend changes as necessary or appropriate.

- Monitor the independence of members of or nominees to the Board and the members of its committees in compliance with the rules of the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (the “Exchange”).
- Review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
- Record its discussions, deliberations and actions and make timely reports and recommendations to the entire Board.
- Perform any other activities, consistent with the Company’s Restated Articles of Incorporation and/or By-laws and governing law (including SEC and the Exchange rules), as the Committee or the Board deems necessary or appropriate.

V. ANNUAL PERFORMANCE EVALUATION

The Nominating Committee shall review, discuss, and assess its performance as well as its role and responsibilities at least annually. Changes in role and/or responsibilities, if any, shall be recommended to the full Board for approval. 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 Exchange for so long as the Company remains a controlled company.

VI. AUTHORITY AND RESOURCES

The Committee shall have the authority to retain independent advisors to assist in carrying out its responsibilities, as the Committee in its sole discretion may deem appropriate. The Committee shall have sole authority to approve the terms of any such engagement, including fees, with funding provided by the Company.

The Committee shall have full access to the Company’s management, as necessary or appropriate to carry out these responsibilities.

The Committee may form and delegate authority to subcommittees consisting of one or more of its members as the Committee deems appropriate to carry out its responsibilities and exercise its powers.

Adopted by the Board of Directors: June 4, 2018