

ADT INC.

**AMENDED & RESTATED
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

August 1, 2019

I. Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors of ADT Inc., a Delaware corporation (the “Company”), shall

- (a) identify individuals qualified to become members of the Board of Directors of the Company (the “Board”), consistent with criteria approved by the Board;
- (b) recommend to the Board for approval director nominees, consistent with the Company’s director qualifications criteria and any obligations under its contractual arrangements;
- (c) develop and recommend to the Board for approval corporate governance guidelines applicable to the Company; and
- (d) oversee the evaluation of the Board.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the Company’s corporate governance guidelines, the New York Stock Exchange (the “Exchange”) and any other applicable regulatory requirements.

Notwithstanding the foregoing, the members of the Committee shall not be required to meet the independence requirements of the Exchange during any period in which the Company is a “controlled company” within the meaning of Exchange’s listing standards, unless the Board otherwise determines not to rely on the Exchange’s “controlled company” exemption. If the Company ceases to be a “controlled company” or the Board determines not to rely on the Exchange’s “controlled company” exemption, the members of the Committee shall meet the independence requirements of the Exchange within the periods required by the Exchange’s phase-in rules applicable to companies who cease to be “controlled companies.”

At least one member of the Committee shall have experience in matters relating to corporate governance, either as a professional or as a business executive.

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Committee’s chairperson shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company's corporate governance guidelines, the Exchange and any other applicable regulatory requirements.

III. Meetings

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall make regular reports to the Board with respect to its activities. A majority of the total number of members of the Committee shall constitute a quorum at all Committee meetings. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company's organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Develop and recommend to the Board for approval the criteria for Board membership, including (i) any specific minimum qualifications that it believes must be met by a nominee for a position on the Board; (ii) any specific qualities or skills that it believes are necessary for one or more of the Board members to possess and (iii) the desired qualifications, expertise, experience and characteristics of Board members, with the goal of developing an experienced and highly qualified Board.
2. Identify individuals qualified to become members of the Board in a manner consistent with the criteria approved by the Board and recommend to the Board the director nominees for the next annual meeting of shareholders or to fill vacancies on the Board. As part of this process the Committee shall formally review each director's continuation on the Board every three years. As part of its formal review of directors, the Committee shall consider all factors which it deems appropriate, including director performance, any other directorships held by the director, whether the director undertook continuing director education and any other criteria approved by the Board. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors which it deems appropriate, including the requirements of the Company's corporate governance guidelines, any other directorships held by the candidate and any other criteria approved by the Board. The Committee also shall consider the guidelines set forth on Appendix A hereto.
3. Develop and periodically assess the Company's policies and procedures with respect to the consideration of director nominees submitted by shareholders of the

Company and review the qualifications of such candidates pursuant to these policies and procedures.

4. Review stockholder proposals affecting corporate governance and make recommendations to the Board accordingly.
5. Review and make recommendations to the Board with respect to any directors who are invited to serve on the board of directors of another public company or who change the role, position or areas of responsibility with another company that they held when they were elected to the Board, including making recommendations to the Board as to whether the director should cease holding the potentially conflicting position with another company.
6. Review and make recommendations to the Board with respect to any actual or potential conflict of interest involving a director or other circumstances that may adversely reflect upon a director, unless such actual or potential conflict of interest involves a related party transaction, including, but not limited to,
 - (i) requesting that the director should cease the conflicting activity or
 - (ii) requesting that the director submit his or her resignation from the Board if continuing service on the Board is not consistent with the criteria deemed necessary for continuing service on the Board.
7. Review and make recommendations to the Board with respect to the size, composition and organization of the Board and committees of the Board.
8. Review and make recommendations to the Board with respect to Board process, including the calendar, agenda and information requirements for meetings of the Board and its committees, executive sessions of non-employee directors and executive sessions of independent directors.
9. Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under the requirements of the Company's corporate governance guidelines, the Exchange or any other applicable regulatory requirements.
10. Oversee the annual self-evaluation of the Board and its committees.
11. Develop, review and assess the adequacy of the Company's corporate governance principles and guidelines periodically and recommend to the Board any changes the Committee deems appropriate.
12. Develop and maintain the Company's orientation programs for new directors and continuing education programs for directors.
13. Review and discuss as appropriate with management the Company's disclosures relating to director independence, governance and director nomination matters and, based on such review and discussion, determine whether to recommend to

the Board that such disclosures be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.

14. Review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
15. Review its own performance annually.
16. Report regularly to the Board.
17. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems appropriate.

V. Resources

The Committee shall have the authority, at its sole discretion, to retain and terminate search firms to identify director candidates, consultants and any other advisors (the "Advisors") to assist it in carrying out its duties. The chairperson of the Committee, at the request of any member of the Committee, may request any officer, employee or advisor of the Company to attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisor retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

APPENDIX A

General Criteria for Nomination as a Director

General Criteria

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors and the general public and to act in the interests of all stockholders.
5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.
6. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, gender identity, sexual orientation, age, disability, political affiliation or any other basis proscribed by law. The value of diversity on the Board should be considered.

Application of Criteria to Existing Directors

The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating and Corporate Governance Committee shall consider the existing directors' performance on the Board and any Committee, which may include consideration of the extent to which the directors undertook continuing director education.

Criteria for Composition of the Board

The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.