



The Sherwin-Williams Company
Board of Directors
Nominating and Corporate Governance Committee Charter

Purpose

The purpose of the Nominating and Corporate Governance Committee is to provide assistance to the Board of Directors in fulfilling the Board's responsibilities on matters relating to: (1) identifying individuals qualified to become Board members; (2) determining the composition of the Board and its committees; (3) reviewing and developing the Company's corporate governance guidelines and practices; (4) guiding the annual evaluation of the Board's performance; and (5) engaging in such other matters as may from time to time be specifically delegated to the Committee by the Board.

Membership

The Committee shall consist of at least three members. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange as determined by the Board in its business judgment.

The members of the Committee shall be appointed and replaced by the Board. The Board will appoint a Chair of the Committee. The Chair of the Committee will, in consultation with the other members of the Committee and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing the agenda for the meetings and conducting the meetings of the Committee.

Responsibilities

The Committee will have broad authority and powers in fulfilling its purpose and discharging its responsibilities. In discharging its responsibilities, the Committee will:

1. Consider and recommend to the Board matters with respect to the criteria for selecting new directors, the composition, size and organization of the Board and its committees, the ratio of independent directors to non-independent directors, as well as the diversity of experiences, qualifications, attributes and skills, including diversity in gender, ethnicity and race, desired as represented by individual directors.
2. Consider, recruit and recommend candidates (including the review of candidates recommended by shareholders) to become Board members who shall have the highest personal and professional character and integrity, who shall possess the appropriate diversity of experiences, qualifications, attributes, and skills, including diversity in gender, ethnicity and race, and who are able to devote the requisite time to make a significant contribution to the Board, the Company and its shareholders, who shall have demonstrated exceptional ability and judgment, and who shall be most effective, in the context of the whole Board and other nominees to the Board, in perpetuating the success of the Company and in representing shareholders' interests.
3. In collaboration with the Chief Executive Officer, annually review the qualifications and backgrounds of the Company's directors, as well as the overall composition of the Board, and recommend to the Board the slate of directors to be nominated for election at the annual meeting of shareholders.



4. Review the Board's committee structure and recommend to the Board for approval directors to serve as members of each committee and as committee chairs.
5. Consider matters involving corporate governance, review and evaluate the adequacy of the Company's corporate governance guidelines on a periodic basis and recommend any proposed changes to the Board for approval.
6. Review and approve transactions with any related persons in accordance with the Company's Statement of Policy with Respect to Related Person Transactions.
7. Consider and advise the Board on other matters relating to the operations, policies and practices of the Board and its committees, including those set forth in the Company's corporate governance guidelines.
8. Review the Company's environmental, safety, sustainability and corporate social responsibility policies, objectives and practices on a periodic basis.
9. Develop and recommend to the Board for approval an annual self-evaluation process for the Board and its committees. The Committee will conduct an annual evaluation of the Committee's own performance. The Committee will also oversee the annual self-evaluations of the Board and its other committees.
10. Review and evaluate the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
11. Make regular reports to the Board.

The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms.

The Committee shall have the authority to retain, at such times and on such terms as the Committee determines in its sole discretion and at the Company's expense, independent legal counsel or other independent consultants and advisors to advise and assist the Committee in discharging its responsibilities.

The Committee may form and delegate authority to subcommittees (consisting of one or more members) and Company officers, when appropriate, consistent with applicable laws, regulations and listing standards.

Meetings

The Committee shall meet as frequently as it determines necessary to discharge its responsibilities. The Committee may request any officer or employee of the Company, the Company's outside legal counsel or other third parties to attend a meeting of the Committee or meet with any members of, or consultants to, the Committee. A majority of the members of the Committee shall constitute a quorum. Members of the Committee may participate in a meeting of the Committee by means of conference call or any other communications equipment by which all persons participating in the meeting can hear each other. The Committee shall report its activities to the Board at the Board's first regular meeting thereafter or at such other time as it deems appropriate.

Last Updated: July 16, 2019