

MASTERCRAFT BOAT HOLDINGS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted July 16, 2015 (Last revised November 7, 2018)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to develop and recommend to the Board a set of Corporate Governance Guidelines and to oversee the evaluation of the Board and management.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board on the recommendation of the Committee. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firm for the purpose of identifying director candidates, for payment of reasonable compensation to other advisors retained by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company’s bylaws.

IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines.

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee and, if the Committee deems it prudent, recommend that the Board create additional standing or special committees. In so doing, the Committee shall conduct a review of the independence of all members of the Board for the purposes of determining which Board members are deemed independent and which are not to ensure compliance with Nasdaq rules and other applicable regulatory requirements.

4. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will oversee compliance with the Corporate Governance Guidelines and, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

5. *Board Evaluations.* The Committee will oversee the annual self-evaluations of the Board.

6. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

7. *Succession Planning.* The Committee will oversee the Company's succession planning process and periodically evaluate potential successors to the position of CEO and other positions within the Company's senior management team. In addition, the Committee will (i) consult with the CEO in recommending to the Board an emergency succession plan in the event of the unexpected departure, disability or death of the CEO or other key members of the Company's senior management team and (ii) review with the Board its plan relating to succession of the Board members of the Company.

8. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

9. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

10. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. Any actions taken pursuant to any such delegation shall be reported to the Committee at its next scheduled meeting.