



THE TORO COMPANY

NOMINATING & GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating & Governance Committee (the "Committee") of the Board of Directors (the "Board") of The Toro Company (the "Company") is to carry out the responsibilities delegated by the Board relating to the Company's director nomination, orientation and evaluation processes; development and maintenance of the Company's corporate governance policies, practices and procedures; and any related matters required by federal securities laws, the Securities and Exchange Commission and the New York Stock Exchange listing standards.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence and other requirements established by law, the Securities and Exchange Commission and the New York Stock Exchange listing standards.

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

The Chair of the Committee shall be elected by the Board. The Chair of the Committee will chair and set the agendas for all Committee meetings.

Resources

The Committee shall have the authority to retain consultants to advise the Committee, including the authority to approve the fees payable to such consultants and any other terms of retention. The Committee may request any officer or employee of the Company, or the Company's outside counsel, to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Meetings

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. Special meetings may be convened as required. The Chair of the

Board may call meetings of the Committee. Committee members may attend meetings in person, telephonically, virtually (via video conference), or via similar communications arrangements that enable all persons participating in the meeting to hear each other. The Committee may also take action by unanimous written consent. At any meeting of the Committee, the presence of a majority of its members then in office shall constitute a quorum for the transaction of business, and the act of a majority of its members present at a meeting at which a quorum is present shall be the act of the Committee.

Following the meeting, the Committee Chair shall report to the full Board. Minutes of all meetings of the Committee shall be kept. The Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

Committee Authority and Responsibilities

Director Nomination, Orientation and Evaluation

1. The Committee shall establish criteria for the selection and nomination of all directors to serve on the Board.
2. The Committee shall identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the candidates for vacancies to be filled by the Board.
3. The Committee shall review and make recommendations to the Board concerning all nominees for Board membership, including (a) the re-election of existing Board members; (b) the election of new Board members to fill any vacancies on the Board that may have arisen; and (c) the election of new Board members nominated in accordance with the Restated Certificate of Incorporation and Amended and Restated Bylaws. When vacancies occur, the Committee shall actively seek individuals qualified to become Board members for recommendation to the Board. The Committee aims for a Board which reflects diversity, including skills, business experience, professional experience, industry experience and geographic representation, consistent with the Company's Corporate Governance Guidelines.
4. The Committee shall evaluate the composition and organization of the Board and its committees and make related recommendations to the Board as necessary.
5. The Committee shall annually recommend to the Board the exact number of directors to be fixed (not less than eight nor more than twelve persons) pursuant to the Restated Certificate of Incorporation.
6. The Committee shall (a) have the sole discretion and authority to retain or obtain the advice of any external search firm to be used to assist it in identifying director candidates, independent legal counsel, or other advisors (each, a "Committee Advisor"); and (b) be directly responsible for the appointment, compensation,

oversight of the work and termination of any Committee Advisor retained by the Committee.

The Committee shall have sole authority to approve the fees and other terms and conditions of the retention of any Committee Advisor. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any Committee Advisor retained by the Committee.

7. The Committee shall oversee the effectiveness of the Company's new director orientation program and continuing director education program.
8. The Chair of the Committee and/or the Chairman of the Board shall annually poll the members of the Board concerning each director whose term is expiring and the Chair of the Committee shall recommend to the Committee that any director who does not continue to have the affirmative support of a majority of the members of the Board not stand for re-election.
9. The Committee shall make recommendations to the Board regarding the retirement, resignation or removal of directors, including offers of resignation pursuant to the Company's Corporate Governance Guidelines from (i) a director who did not receive a majority of votes cast in his or her favor in an uncontested election or (ii) a director who has experienced a significant change in his or her principal occupation.

Corporate Governance Matters

1. As necessary and appropriate, the Committee shall review any proposed amendments or changes to the Company's Restated Certificate of Incorporation or Amended and Restated Bylaws. The full Board shall have the authority to approve any such amendments or changes.
2. The Committee shall annually review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
3. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance and periodically review the performance of other Board committees.
4. The Committee shall monitor emerging corporate governance trends and recommend any proposed changes in governance practices or policies to the Board for approval.
5. The Committee may form and delegate authority to subcommittees when appropriate.

6. The Committee shall review and oversee compliance with the Company's policies and procedures regarding related person transactions and conflicts of interest and will evaluate the Company's transactions with directors, officers of the Company or, as defined in such policies and procedures, other related persons.
7. The Committee will provide oversight of the Company's sustainability program, including environmental, social and governance matters ("ESG") that do not fall under the oversight of the full Board or another committee of the Board.